



THE LION KING

A Screenplay for Feature Animation

By

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KING OF THE BEASTS

FADE IN:

EXT. THE SERENGETI - DAY - ON THE SKY

As deep and blue as the ocean, filled with plump clouds, each back lit, inviting; ready to form into an imaginary animal for a child's discerning eye.

A craggy, beady-eyed MOTHER VULTURE and HER SON drift into frame. Their homeliness belies their grace in flight: The mother hangs motionless on an updraft, peering down; the son, just a babe, swoops back and forth around her, still thrilled with flying.

A narrator breaks in, his voice broad and nasal, a bit pompous, resonant with age, with wisdom, like an Oxford don's:

NARRATOR (V.O.)

When I was very, very young I
envied the vultures their wings.
For I felt that flight gave them
a view shared only by the Great
Baboon, who sees all...

WE MOVE UPWARDS, keeping the vultures in view as the horizon swings up to meet us, gaining their vantage point, SEEING the vast plain stretching out, spotted like a cow's hide from the shadows of clouds above; SEEING the scattered clumps of acacia trees and kopjes, the knots of date trees, the endless golden grasses crisscrossed with tracks pounded hard by countless hooves, the tracks leading away to a distant stripe of mountains.

The vultures drift on, over the lazy coils of the Ndona River, flashing silver, the trees growing dense along its banks, giving way to marshy headwaters.

They bank around, swinging back toward the plains, over herds of grazing animals: eland, zebra, topi, gnu; so intermixed that only God could separate them.

NARRATOR (V.O.)

(continuing)

With age I came to understand that
the Great One gave each creature
a set of tools well suited to his
needs...

The young vulture peels off from his mother and dives down.

ON THE YOUNG VULTURE

Folding in his wings, gaining speed until the land below is a blur, his eyes watering from the whirring wind. He levels off and zooms over a marsh, sending a flock of Egyptian plovers scurrying into the sky.

NARRATOR (V.O.)
...some get wings...

ON TWO CAPE BUFFALOS

Lifting their muddy snouts from the water as the young vulture zooms overhead.

NARRATOR (V.O.)
...some horns...

ON A GIRAFFE

His head swinging around, tracking the vulture as it zooms by in the distance.

NARRATOR (V.O.)
...some eyes that see wide and far...

ON AN ELEPHANT

Scratching his backside against a tree trunk as the vulture swishes past. The tree trunk snap-crackles and keels over:
BOOM!

NARRATOR (V.O.)
...some strength...

ON SOME THOMSON'S GAZELLES

Bounding away in great arcs as the vulture zips overhead.

NARRATOR (V.O.)
...or speed...

ON A PACK OF HYENAS

Who look up from their hungry vigil around a warthog hole to see the vulture flit past. The warthog grunts from below.

NARRATOR (V.O.)
...others patience...

ON THE YOUNG VULTURE

Zooming low over the grass, dodging thornbushes, veering around trees.

NARRATOR (V.O.)
 ...creating a harmony too subtle,
 too well ordered for a vulture,
 or hyena, or even a young baboon
 to know...

ON A CLUMP OF TALL GRASS

That positively shakes with GIGGLES. The vulture swooshes by overhead. Two LION CUBS lift their heads from behind the clump to see what went by. They are SIMBA, a spotted fur-ball no bigger than a house cat, and his girl-cousin of the same age, NALA.

NARRATOR (V.O.)
 Ah, but when we are very, very
 young...

THE LION CUBS' P.O.V. - OF THE YOUNG VULTURE

Winging his way back into the sky.

ON SIMBA AND NALA

They look at each other, amazed, then tumble out from behind the grass, forgetting the bird completely, wrestling and rolling and chasing each other, fighting over a stick they find in the grass.

EXT. THE SERENGETI

Two doting, spinster ratels, RINA and RADA, trundle by, see the cubs playing and stop to admire them. They are portly, badger-like creatures, coal-black on the bottom, snow-white on top. They sit up and clasp their hands, wiggle their shiny noses.

RINA
 Aren't they just darling.

RADA
 Mufasa must be so proud.
 (to the cubs)
 Yoo-hoo, Simba, Nala.

The cubs look up. Nala seems embarrassed. Simba smiles.

SIMBA
 Hello mams. How are ya' today?

Nala dashes off into the grass, leaving Simba alone with the spinsters. His head swishes back and forth, wanting to chase Nala, wanting to be polite. He shrugs at the ratels, dashes away.

ON THE LION CUBS

Simba catches up to Nala and walks beside her among the tall grass.

NALA

Some king you're gonna make.

SIMBA

What do ya mean?

NALA

Talking to everybody. We're supposed to be...

They see a gray locust bouncing from stalk to stalk. Nala crouches in a dramatic hunter's stance.

NALA

(continuing)

...ferocious and fearsome.

She pounces. The locust springs away. Nala ends up in a heap. Loud GUFFAWS erupt nearby. The cubs look up.

SIMBA AND NALA'S P.O.V. - OF DAABI

A baby aardvark, peeking from behind a termite mound. She talks in a low voice that sounds like her sinuses are plugged:

DAABI

(sarcastic)

Dery derocious and dearsome.

DAABI has a wet, square snout, kangaroo ears and a whip-like tongue that lashes out to snap up any bug that passes. She disappears behind the termite mound.

ON THE LION CUBS

Her hunter's pride offended, Nala puts her nose in the air.

NALA

Come on, Simba let's go.

She strides off. But Simba is torn. His head swishes back and forth between Nala and the aardvark. Ever curious, Simba goes to investigate.

EXT. NEAR THE TEMITE MOUND

Simba creeps up to the mound, peeks around, sees nothing, peeks further around, still nothing.

SIMBA

Hey?

He takes a step further, looks, another step, another, and by this time Daabi has come up around him and is looking over his shoulder.

Daabi's tongue flicks out, zapping a termite buzzing by Simba's ear.

Simba jumps, yells, tumbles on his head. He looks around, starts laughing.

The aardvark guffaws, turns and takes off as fast as she can, tongue flicking madly. Simba leaps up after her.

SIMBA

Wait.

She leads him on a merry chase, around one termite hill then another, ringing in and out until she comes galloping around and smacks Simba head on.

SIMBA AND DAABI

Oof!

They sit with rumps in the dirt, catch their breath, Daabi rubbing her nose, Simba rubbing his head.

DAABI

Doe, dyou da king.

SIMBA

Well, not yet, but someday.

DAABI

Dwhat sa king do?

SIMBA

Well... he...'s the king.

Daabi nods: makes sense.

DAABI

Can da king dhave friends?

Simba thinks about it a second, then nods.

DAABI

Dood, cause I snorda like you.

Daabi bats her eyelashes.

Suddenly Daabi's MOTHER appears behind them and, seeing her daughter in the clutches of a lion, snorts in panic. Daabi hops up looking like a kid caught with her hand in the cookie jar.

Her mother butts her out of the way then starts burrowing into the termite mound, pawing tons of dirt, scat and larvae into Simba's face while termites rise up and buzz in a cloud around them.

DAABI

Mama, wait! Wait!

Daabi's mother grunts, turns and pummels her own child with a barrage of the stuff. Daabi dashes away, her mother chasing behind. She looks back once, catches Simba's eye, and winks.

Simba smiles and lopes away, a sadness in his eyes.

NARRATOR (V.O.)

...when we are very, very young
the differences between us seem
not so great as the common stripe
of our youth.

WE FOLLOW as Simba wanders on, leaving the termite mounds behind, keeping eyes peeled for his cousin, calling out:

SIMBA

Nala, wait up. Nala..?

A column of BABY OSTRICHES bursts out from behind a clump of weeds and runs a ring around Simba.

OSTRICH BABIES

(all overlapping)

Simba. Simba. King of beets!
King of beasties, silly. Hi,
Simba!

Simba rolls over with delight.

SIMBA

Hi, fellas!

He gets up and joins the end of their line as they weave and skitter through clumps of grass, until they pass under the towering legs of a MOTHER OSTRICH, who flings her neck down as Simba tries to pass, stopping him dead. They stare eye to eye. Simba backpedals, the Mother squawking as he goes, her tongue rattling like a filament. He dashes away.

OSTRICH BABIES

Bye, Simba.

SIMBA

(crestfallen)

Bye, fellas.

He marches on, wondering where his cousin went, sniffing here and there, scrambling up a bulbous rock to look around.

SIMBA

Naaa-laaa?!

SIMBA'S P.O.V. - OF THE VAST SERENGETI

But Nala is nowhere to be seen.

ON SIMBA

He sighs, jumps off the rock, wanders on.

EXT. UNDER SHADOWY TREES NEAR THE RIVERBANK - DAY

Simba, still searching, silences a chorus of frogs as he marches past. He feels an eerie presence in the half-light, as if someone was watching him. He calls out:

SIMBA

Nala? Nala?

Several high-pitched voices call back from above.

VOICES (O.S.)

Nala? Nala?

Simba stares up. All is still and silent in the umbrage above. He's mystified. He walks on aways and calls out again.

SIMBA

Nala? Nala?

VOICES (O.S.)

Nala? Nala?

He stares up again. This time the leaves above him shake with manic laughter. A BABY BABOON sticks his head through the foliage:

BABY BABOON

Nala? Nala?

The baby baboon disappears. The branches erupt in giggles.

SIMBA

Hey! I'm looking for my cousin.
Have you seen her?

BABY BABOONS (O.S.)

Yeah. She up here. Yeah, up
here. Come on up. She right
here.

Simba snarls as best he can, not trusting these pranksters. He bounds up the tree trunk, clammers into the branches, while the baby baboons appear out of the foliage around him, honking his tail, tittering and playing peek-a-boo.

Their mood is contagious. Simba laughs, springs after them, going from branch to branch. He slips, falls, saved by the quick hands of his new friends, who pull him up by the tail. He settles for a second, remembering his search.

SIMBA
Hey. I really am looking for my cousin. Have you seen her.

The baboon babies look at each other and shrug.

BABY BABOON ONE
Maybe Uncle Kwashi know.

BABY BABOON TWO
Yeah. He know everything.

SIMBA
Where do I find him?

The babes point through the leaves. Simba looks.

SIMBA'S P.O.V. - OF A BRANCH BELOW

That has fallen into the river. KWASHI, an ancient and rickety but very dignified baboon with a long silver beard, sits on the end of the branch and reaches out, picking lily blossoms with the delicacy of a jeweler, placing each one just so into his mouth.

BACK TO SCENE

Simba and company dash to the end of a limb directly above Kwashi. The limb bends lower and lower, shaking with its giddy cargo. Snap! Simba splashes in, sinking the lily bud Kwashi was about to pick. The baboon babes, more fleet, manage to bound onto their uncle.

BABOON BABIES
(all in a jumble)
Uncle Kwashi, Uncle Kwashi: We
need to find Nala. Where's Nala?
You seen Nala, Uncle Kwashi?

Kwashi plucks Simba out of the water and sets him on the branch. (When Kwashi speaks we recognize his voice: he's the narrator.)

KWASHI
What have we here?

Simba shakes himself out, giving Kwashi and the baby baboons a bath. Kwashi grimaces, the babes laugh and hop around with glee.

BABOON BABIES

(again all at once)

Nala! Need to find her! Where
is she Uncle Kwashi? Nala gone!

KWASHI

Who, pray tell, is Nala?

SIMBA

My cousin, sir.

KWASHI

And who, pray tell, are you?

SIMBA

I'm Simba... king of the beasts.

Kwashi looks askance. The babes roll in a frenzy of mirth.

KWASHI

King, eh?

Suddenly a MOTHER BABOON hangs upside down out of the umbrage and shrieks.

Kwashi flinches.

Simba's mouth drops open.

The baboon babes look stricken.

MOTHER BABOON

Kwashi! Are you completely mad?
That's a lion!

KWASHI

More of a cub than a lion, madame.

The Mother leaps down to the log, baring her teeth, hissing at Simba. He backs away, knocks into Kwashi, plops into the water again. The baboon babes scurry to their mother, clinging to her for protection, playing it up.

MOTHER BABOON

My babies... My darling, darling
babies.

Kwashi plucks Simba from the water again.

MOTHER BABOON

(continuing)

What are you doing?!

KWASHI

Why I-- I'm--
(exasperated)
Don't you know it's good luck to
help a lion.

MOTHER BABOON

Help? All you're doing is helping
him work up an appetite.

Kwashi groans, waves her away. The Mother, indignant, sweeps up
her children and disappears into the trees.

Simba and Kwashi eye each other.

KWASHI

Trust me, we taste awful.

Simba, still dripping, nods and out of the nod comes a quiver
then a shake and another, until his whole body shakes, spraying
Kwashi with water.

KWASHI

(continuing)

King, eh? Hrumff! I know the
king of beasts. And a fine fellow
he is too. Off with you now.
Go on, little imposter.

Simba slinks away, eyes low. He stops, turns back.

SIMBA

Well... Someday I'll be the king.

Head held high, he struts ::.

EXT. THE SHADY TREES - FURTHER ON

Simba comes down the path, his courage ebbing as the shadows
close in. Half a GIGGLE erupts up ahead, then all is silent.
Simba stops, listens for more, eyes brightening. He creeps
forward.

Nala pounces out of a bush, knocks him over. They roll and
roll, laughing.

NALA

"Little imposter."

SIMBA

Where have you been?

NALA

Where have you been?

They stride off side by side as the shadows grow deeper around
them.

Suddenly BANAGI, a yellow-eyed hyena with a hump on his neck that makes him look like Quasimodo, looms up before them. He casually finishes crunching up a bone and swallows it down, then grins at them, eyes glowing, voice low and sinister like Sidney Greenstreet's:

BANAGI
What a delightful little surprise.

Banagi laughs, his laughter piercing, insincere, sputtering out of him with a life of its own. Nala and Simba gawp at the hyena.

BANAGI
(continuing)
Please don't stare. I'm very
sensitive. And anyway it's not
me that makes that sound, oh no.
A little birdy flew down my throat ~
and he's stuck in there.

Banagi laughs again. The cubs look at each other.

BANAGI
(continuing)
Come have a look if you don't
believe me. Maybe you can help
get him out.

Banagi opens wide. His odd laughter rattles out. Simba's curiosity gets him. He leans in...

NALA
No!!!

Simba yanks away. Banagi's jaw snaps like a bear trap. He cackles wildly. The two cubs streak into the underbrush, one breaking left, the other right.

Simba looks back, sees Banagi chasing Nala. He pivots, fear turning to rage, and races after the hyena, sinking teeth into his tail. Banagi howls, spins around. Simba holds on. For a ludicrous moment the hyena chases in a circle while Nala flees.

Getting wise, Banagi back-tails Simba into a tree trunk: BOOF! The cub lets go, head spinning, but before Banagi can twist around and jaw him, Kwashi's arm shoots down and snatches Simba into the tree. The hyena looks up.

BANAGI
(hissing, furious)
Kwashiiii!

Banagi hears Nala's wimpering in a nearby bush. He laughs his terrible laugh, turns, goes for her.

FROM THE BRANCH ABOVE - LOOKING DOWN

Simba sees Banagi going and tries to leap on him, but Kwashi holds him tight.

SIMBA
Nala! Nala!!

FROM DOWN BELOW

Banagi pushes back a branch and sees Nala cringing before him, nestled between two giant paws.

Banagi looks up.

MUFASA, a huge, golden-maned lion, his face a map of battles fought and won, eyes full of royal wrath, glares down.

The roar alone knocks Banagi ten feet. He jets away, not daring to look back. Mufasa, who doesn't bother chasing him, jiggles with round laughter as ZAZU, his verbose and shrill tickbird, pecks the fleeing hyena's behind.

ZAZU
Don't you ever, ever try that again you, you -- bone eater!

Kwashi drops down from the tree with Simba under an arm. Simba springs over to Nala and the two nuzzle each other in relief.

MUFASA
Many thanks my good Kwashi. Your courage is as impressive as your wisdom.

Kwashi bows deeply.

KWASHI
Ever your servant, sir.
(pouring it on)
I had a hunch whose cub this was
when I first encountered him.
Remarkable likeness really. Full
of pluck like his father.

Mufasa, a proud parent, beams. Zazu, returns from his sortie and poses officially on Mufasa's mane.

MUFASA
You'll excuse us, good sir, the hour grows late.

Kwashi bows again. The lions move off as WE LEAD THEM away. Kwashi watching as they go, growing smaller behind them.

SIMBA
Papa, what was that ugly thing?

MUFASA

Kwashi?

SIMBA

No, the one that tried to eat us.

MUFASA

That, my son, was Banagi, a hyena... a bone eater. We have them around to clean up our scraps.

ZAZU

I'd like to make scraps out of him...

ON KWASHI

His eyes glowing with the last rays of light, still watching. He smiles.

KWASHI'S P.O.V. - OF THE LIONS AND ZAZU

Marching away, growing distant as dusk weaves branches into dark.

KWASHI (V.O.)

...That was my first encounter with young Simba, "king of the beasts," and if I did not seem overly impressed you must remember that I knew his father, Mufasa, as a cub, and knew Mufasa's father too. But my opinion of Simba was destined to change...

DISSOLVE TO:

EXT. THE SERENGETI - DAY

FOUR LIONESSES of the Ndona Pride crouch in the tall grass, closing in on a group of zebras. It looks like a football play, with two lionesses swung wide on either end. The grass bobs in the wind, brushing the noses of the huntresses as it rushes past them.

EXT. A ROCK LEDGE OVERLOOKING THE PLAIN - DAY

Mufasa, Zazu, Simba and Nala watch the lionesses from a distance. The two cubs strain to get a better view.

MUFASA

Look how their coats match the color of the grass, how they approach downwind, how they stand perfectly still, making themselves invisible.

NALA

But what if the zebra decides to run?

THEIR P.O.V. - OF THE HUNT

SARABI, Simba's mother, a sleek and tawny huntress of many years, crouches low and motionless, body rippling with tension.

MUFASA (O.S.)

If the huntress is stealthy, she will not be discovered.

A few yards off a zebra raises its head, looks around.

Sarabi remains frozen, only shifting her eyes to catch sight of her sister, NAANDA, who stands still-as-stone to her right.

SIMBA (O.S.)

But what if he doesn't run?

MUFASA (O.S.)

Then we, and all the animals that follow in our trail, get to eat.

The zebra goes back to munching grass. The lionesses creep forward.

EXT. THE ROCK LEDGE

Mufasa looks down at Simba.

MUFASA (O.S.)

(continuing)

You see my son, we are responsible to these animals. We kill what we need and no more and by so doing insure that they live. For if we did not hunt they would fill the plains with their kind, eat all the grasses, and starve.

The wind shifts. The zebra raises up again, eyes wide, nose filling with an ominous scent.

As if a switch flicked on, the zebra bolts, the lionesses charge. The blurr of stripes runs up a rise and collides with Sarabi's sisters, DIKU and DWALA, who slice the beast down with the precision of surgeons.

EXT. THE ROCK LEDGE - FAVORING THE CUBS

Watching the climax. Simba and Nala look at each other, eyes wide.

SIMBA

Wow.

With a chorus of ROARS, the lionesses announce their success.

MUFASA

Come. They're calling us.

Zazu flits off ahead of them.

ON THE YOUNG VULTURE AND HIS MOTHER

Circling above. The mother squawks and swoops down, and WE FOLLOW as she stalls out and settles on a leafless tree near the lionesses, folding in her wings for the wait. Her son zooms in beside her, looping over the branch like a gymnast on the high bar.

YOUNG VULTURE

Eat-eat num-num?

MOTHER VULTURE

Soon enough. We must wait.

EXT. THE SERENGETI - ON THE LIONESSES

Who gather around the zebra, effectively blocking our view as they eat.

Mufasa lopes up to the group with a roar of hello. ZAZU buzzes and loop-de-loops ahead of him, Nala and Simba trot behind.

ZAZU

Make way for the King! Make way!

The lionesses bow and make room for the newcomers.

WE MOVE WIDER AND SEE that around them, in the high grass and branches of the trees, more vultures are gathering, keeping a safe distance but keenly interested. So, too, the hyenas arrive, including Banagi, tongues hanging, salivating, sniggering amongst themselves, impatience showing on their faces.

A YOUNG HYENA tries to sneak in among the lions.

ZAZU

Back you fool! Wait your turn!

Mufasa does no more than raise an eyebrow and the young hyena shoots away while his brothers cringe and make ready to flee.

ON THE YOUNG VULTURE AND HIS MOTHER

Staring down from their branch. The youngster, beside himself with hunger, fidgets and bobs. His mother remains still, stoic after a lifetime of the waiting game.

YOUNG VULTURE
Me starve. Eat-eat now.

MOTHER VULTURE
Soon enough, my child.

EXT. THE SERENGETI - DAY (LATER)

Meal finished, the lionesses lick their paws and each other, purring with satisfaction. Sarabi licks Simba clean while Naanda does the same to Nala.

Mufasa nods to Zazu who knows what the nod means. He flits up, speaking with great ceremony:

ZAZU
By the grace and generosity of
Mufasa, king of the Ndona Pride,
you shall all be allowed to share
in our bounty, be you vulture or
hyena, beetle or fly.

ON THE YOUNG VULTURE AND HIS MOTHER

The youngster jitters in anticipation. His mother holds him back with a wing.

KOBI
Wait until they leave.

ON THE HYENAS

A fly buzzes past Banagi and he bats it to the ground.

BANAGI
Beetle or fly! Beetle or fly!
Who does he think he is? His
wives do all the hunting!

Another hyena, BAASHO, Banagi's obsequious pal with a voice like Peter Lorre's, gives Banagi a not-this-again glance.

WE PULL BACK as the Ndona Pride marches past the hyenas, who part as they come through, Mufasa first, the lionesses behind, Nala and Simba romping between them.

As Simba passes Banagi their eyes meet. The cub is scared at first but then gathers himself and roars a kittenish roar.

Sarabi sees what her son is roaring at. Banagi looks away immediately. Sarabi chuckles, nuzzling her son forward.

The vultures and hyenas charge in.

DISSOLVE TO:

EXT. THE SERENGETI - NIGHT - ON A FULL MOON

Standing over the horizon, bathing the plain in pale light. WE MOVE DOWN to a kopje, the bulbous plateau of rock that is the lions' home, and find Mufasa gazing contentedly over his domain, looking majestic, the lionesses stretched out around him, full, content, not a worry in the world.

Simba and Nala come chasing through, the evening air making them even more boisterous than in the day. They stumble over Aunt Diku's paws and bang into Aunt Dwala who snarls a friendly snarl and whacks them in quick succession with her tail. They jump after the tail, back and forth, unable to catch it.

Nala gives up and pounces on Naanda's tail. Naanda rolls over and bats her daughter with a paw, which Simba quickly jumps on. Naanda laughs and whip-cracks her paw, sending Simba tumbling. Nala scurries after him.

The cubs stop for a moment to catch their breath. Sarabi purrs and beckons Simba with a nod. He comes to his mother, rubbing his nose into her whiskers while she licks him clean.

Nala finds herself looking up at Mufasa, who looks down, twitching his massive eyebrows in an effort to amuse her. She giggles.

Zazu, napping away in Mufasa's mane, is disturbed by his master's facial acrobatics. He looks down..

ZAZU
(to Nala)
Isn't it past your bedtime?

Nala, like sleepy children everywhere, wags her head no. Naanda rises and comes over, nudging her daughter to a corner of the kopje where she rolls on her side so Nala can nurse.

Simba, meanwhile, droops down between Mufasa and Sarabi, leaning on his mother's side. He pulls away for a second, gazes out.

SIMBA'S P.O.V. - OF THE FULL MOON OVER THE PLAIN.

Cutting silhouettes out of distant kopjes and lone acacia trees, forming into the round, yellow face of a friendly lion.

ON THE NDONA PRIDE

Simba looks up at Mufasa.

SIMBA

Papa, why does the Lion in the
Moon stay up all night?

Mufasa smiles at his son.

MUFASA

So he can report all that he sees
to the Great Lion who sleeps the
night away.

Simba nods, his eyelids heavy, but not quite closed. Sarabi sings to her son, her voice soft and tender, her song (which has been building since the scene began) a lullaby full of African rhythms, promising him happiness and plenty, assuring him that one day he will be king. His eyes droop shut.

WE MOVE IN on Simba as the DARKNESS fades and the light of DAY comes up, showing him transformed into a young male lion, an adolescent, still half the size of his father, spots faded away, replaced by a strip of messy hair on the back of his neck that has yet to grow into a mane.

He pries open one eye then the other, taking in the new day. The lionesses are already up and gone. Mufasa is sprawled on his side, snoring away, with Zazu in his mane, snoring even louder.

Simba turns in a circle, looking for his cousin.

SIMBA

Nala?

Zazu raises an eyelid, but it snaps back closed.

Simba looks out, scans the horizon.

SIMBA'S P.O.V. - OF THE LIONESSES

Far in the distance, stalking an isolated group of gnu. Nala is with them, trying to be part of the team, imitating her mother's stealth. She's grown tawny and sleek, less clumsy than Simba though about the same size.

ON SIMBA

Watching her, expression quizzical. He bounds off the kopje and goes after her.

EXT. THE SERENGETI PLAIN - DAY

Simba trots past the spinster ratels, Rina and Rada, who lift their shiny noses from grub hunting and beam.

RADA
Yoo-hoo, Simba.

SIMBA
Why, hello mams. Nice day isn't it?

RINA
Oh, very fine, very fine indeed.

Simba runs on. The spinsters exchange an admiring look.

RADA
He's gotten so big.

RINA
Growing like a weed.

RADA
Mufasa must be so proud.

EXT. THE SERENGETI - FURTHER ON

Simba catches up with the lionesses. Without regard to the hunt in progress, he prances up behind Nala and leaps on her, rolling her to the ground. The gnus hear the commotion and take off. The lionesses throw up their heads in aggravation. Nala gets on her feet and slaps Simba with open claws.

SIMBA
Ouh!

NALA
Idiot.

The lionesses gather round, not tickled about having their ambush blown.

DIKU
Get out of here, Simba, we're trying to hunt.

SIMBA
How come I can't hunt? How come Nala gets to?

NALA
(to Simba, dripping)
How come I can't be king?

The lionesses exchange a glance. Sarabi steps forward, sensing her son's confusion and dismay.

SARABI

Go on sisters. I'll catch up.

The lionesses depart. Nala gives Simba a haughty, somehow alluring look and follows the rest. Simba looks at his mom.

SARABI

(continuing)

You know, you're growing up,
Simba.

SIMBA

So...?

SARABI

So... you and Nala are...
different. You get to do
different things.

SIMBA

How come? What's so different
about Nala?

SARABI

Well... that's a good question.
Um-hum, a very good question...
to ask Mufasa. Why don't you go
ask him.

Simba looks at his mother, still puzzled.

SARABI

(continuing)

Go on.

CUT TO:

EXT. THE PRIDE ROCK - DAY N MUFASA

Snoring away. Zazu snores away too. Simba dashes up and paws his father.

SIMBA

Papa, wake up. It's important.

Mufasa jolts awake, ready for an emergency. Zazu, knocked off balance, does a header onto the rock. He pulls himself up.

ZAZU

What? What is it? What?

SIMBA

How come Nala is different than
me?

Zazu and Mufasa look at each other.

MUFASA
Different? Nala?

SIMBA
Yeah, she gets to go hunting and
I don't. Mom said I should ask
you.

MUFASA
She did, did she? Well, ah...
I suppose she would. Hm... Zazu,
maybe you have some insight.

ZAZU
Oh, no. No, on these matters of
grave importance I, I always defer
to, to a greater authority.

Mufasa gives Zazu a look. Zazu grins sheepishly.

MUFASA
Yes, well... ah... someday...
well let's look at it this
way...there are, there are birds
and there are...

Simba is all ears. Mufasa, a lion's lion, looks for a tack.

MUFASA
(continuing)
No. No... You see my son, our
job is to protect the lionesses
and make sure they can hunt.

SIMBA
Protect them from who?

MUFASA
From other lions. Intruders.

SIMBA
How do you do that?

MUFASA
Well, like this.

Zazu hops to attention on Mufasa's mane and the two of them peer
out onto the plain in deep concentration, making a circuit. Zazu
using his wing as a visor. Mufasa ends the ritual with a loud
roar of warning.

MUFASA
(continuing)
Did you see anything, Zazu?

ZAZU
Nope, coast is clear.

MUFASA

There. Job well done. How about
a little nap.

Mufasa settles down on the rock, eyelids heavy, as Zazu finds a
comfy posture in his mane.

SIMBA

That's kind of boring. I think
I'd rather go hunting.

Mufasa nods, knew somehow there was no easy way out. He pulls
himself up again.

MUFASA

All right. Why not? It's a good
skill to have. You might find
yourself away from the pride one
day. Come on.

Mufasa starts off, Zazu flitting ahead.

MUFASA

(continuing)

Seems to me I've seen an aardvark
near those termite mounds. Not
much to 'em but it'd be a good
start.

Simba stares at his father, suddenly ill.

CUT TO:

EXT. NEAR THE TERMITE MOUNDS - DAY

Simba, Mufasa and Zazu crouch in a depression some yards from
the mounds where Daabi, grown now into a comely adult aardvark,
stands watching them. Mufasa looks at Simba and nods.

MUFASA

Remember, move in slow and stand
still when she looks this way.
That way she'll think you're part
of the landscape. Go ahead.

DAABI'S P.O.V. - OF THE LIONS AND ZAZU

Who are so obvious you wouldn't suspect they were hunting. Simba
slinks up in a crouch, looking distraught.

NEAR THE TERMITE MOUNDS - FAVORING SIMBA AND DAABI

DAABI

Dello, Dimba. Dat your dad?

SIMBA
(whispering)
Ssshh. Daabi, run away..

From back in the depression Zazu clears his throat suggestively. Mufasa nods his encouragement.

DAABI
Dwhat day doin'?

SIMBA
(still whispering)
Teaching me to hunt.

Daabi flinches, stares at Simba, but then thinks better.

TIMONA
Doe... Die ged it. Dokay.

Daabi winks, then shrieks with melodramatic terror and darts off around a termite mound, Simba chasing after.

They go round and round until Daabi stops and digs into its side, carving a hole like an electric drill, tossing up mounds of debris, knocking Simba over with the shower.

She plunges into her hole, disappears. Simba, truly curious, plunges in after her. He gets stuck midway. Daabi trots back around, wags her head, then throws a shoulder into his rump, knocking him through. Simba pops out the other side like a cork from champagne. He rolls on his back laughing.

CUT TO:

EXT. A PATH LEADING FROM THE TERMITE MOUNDS - DAY

Mufasa and Simba trot along while Zazu wings back and forth overhead.

MUFASA
Now don't be discouraged, son.
Truth be told, almost any animal
can outrun a lion if they get a
running start.

ZAZU
Except baboons and ratels.

MUFASA
Who taste terrible. So, no
running starts. Anything else,
Zazu?

ZAZU

Well, if all else fails you can always follow a vulture to food and water. That's what your father use t--

Mufasa's look stops the tickbird dead, just when Simba's getting interested. Zazu chuckles sheepishly.

CUT TO:

EXT. SOME TREES NEAR THE RIVER - DAY

Simba crouches low, sneaking from one tree to another, approaching the ostriches who have grown long and lanky with the passage of time. Zazu and Mufasa peek from behind a far tree, eyes full of silent encouragement.

The ostriches spot Simba and watch him approach while continuing to chew mouthfuls of grass.

OSTRICHES

(trading off)

Simba, it's you. Hello. Hi Simba. Why, we almost ran away.

SIMBA

(whispering)

Go ahead. Pretend I'm chasing you.

The ostriches take darting glances toward Zazu and Mufasa, then look at each other, puzzled.

OSTRICH ONE

Oh, teaching you to hunt?

SIMBA

Well... yeah.

OSTRICHES

What fun. Come on then. Jolly ho. Come on, Simba.

The ostriches start running with Simba in hot pursuit. They run in a circle, easily out-legging Simba, slacking off now and then so Simba can catch up.

ON MUFASA AND ZAZU

Watching from their hiding place.

MUFASA

Something is wrong here.

ZAZU

No, no, he's doing splendidly.
A chip off the old block.

Mufasa takes a sidelong glance at Zazu.

Kwashi drops from the branch above and hangs upside-down next to Mufasa.

KWASHI

My liege, what a pleasant surprise.

MUFASA

Not now, Kwashi.

Kwashi looks to see what the two are so intent on.

KWASHI'S P.O.V. - OF SIMBA AND THE OSTRICHES

Chasing around in a circle, upside-down.

ON THE THREESOME

KWASHI

Ah, hunting lessons. Of course, he'll never catch anything if you have him hunt his friends.

Mufasa turns to Kwashi, raises an eyebrow.

MUFASA

(shouting)
Simba!

ON SIMBA AND THE OSTRICHES

They grind to a halt, sensing trouble in Mufasa's tone.

OSTRICHES

See you later, buddy. Bye-bye.
Keep at it, Simba.

CUT TO:

EXT. NEAR THE PRIDE ROCK - DAY

Mufasa, Simba and Zazu head back to the rock, hunting lessons abandoned.

MUFASA

You can't be soft-hearted, son,
it won't do.

SIMBA

I'm not soft-hearted, dad. The ostriches are my friends.

MUFASA

You'll be surprised at the number of friends you have if they know you won't eat them. You cannot show favoritism. It undermines your ability to rule.

SIMBA

Then I don't want to rule.

MUFASA

You must. You are the guardian of the hunt. It is nature's way.

SIMBA

Then nature is wrong.

Mufasa growls in frustration.

MUFASA

Nature is never wrong.

ZAZU.

(to Mufasa)

What he needs is a good tickbird to set him straight.

Suddenly frantic ROARS sound in the distance. Mufasa pivots, listens, face intense, then gallops off toward the sound. Simba looks at Zazu.

ZAZU

Intruder.

CUT TO:

EXT. BELOW THE CREST OF A RIDGE - DAY

The lionesses stream down from where they were hunting and meet Mufasa, Zazu and Simba who charge up.

NAANDA

Mufasa, there's a stranger.

DWALA

He chased us from our kill.

DIKU

He attacked Sarabi when she refused to go.

Sarabi hobbles down the slope. Mufasa rubs against her.

SARABI
(being stoic)
It's nothing.

Mufasa's eyes burn. He lets out a spine-chilling roar and advances up the ridge, Zazu riding in his mane, the lionesses bunching together for defense, shuffling Simba and Nala to the rear.

EXT. A PATCH OF TRAMPLED GRASS - DAY

A huge and ghastly lion named SCAR looks up from his stolen meal and stares at Mufasa. Scar is twice Mufasa's size, impossibly big for a lion, his mane ratty and black, eyes dim, askew, unearthly, expression demented and unstable, face rent with deep gashes as if God's chisel slipped.

But if Mufasa is terrified, and by every right he should be, he does not show it, but trudges forward steadily.

The vultures and hyenas, who gathered on the perimeter after the kill to wait for scraps, sense trouble and move back.

Zazu flits up and hovers in front of the intruder.

ZAZU
This is not open land, stranger.
It belongs to the Ndona Pride,
who have lived here since the
first sunrise on the plain. I
advise you to leave promptly.

Scar steps forward, baring his fangs. Zazu flits away. The two beasts circle for position, growling, eyes locked, muscles taut like catapults, fighting the psychological battle that predetermines the physical one.

Banagi appears at the perimeter and sidles up next to Baasho to watch the fight. In the branches above them TWO VULTURES land and settle in for the show.

VULTURE ONE
Hey, ain't that Scar? The one
what got exiled from da pride down
south?

VULTURE TWO
Yeah, it's Scar, all right.
Haven't seen him since he kill
his brother.

The two vultures nod like detectives Ganon and Friday. Banagi and Baasho look up at the birds, then at each other.

Scar ROARS. The spectators flinch. Mufasa growls in return.

BANAGI
(to Baasho)
Old Mufasa's finally going to get
his.

The vultures lean down to see who said that.

VULTURE TWO
Wouldn't be so sure. That monster
was struck by lightening. He's
dumb as dirt.

Mufasa roars, steps forward. Scar edges back a step. Zazu
flits in between them.

ZAZU
(to Scar)
Are there any loved ones or kin
you'd like me to contact after
this is over?

Scar stares at the bird, confused. Mufasa charges like a
lightening bolt, knocking the monster on his back. Scar rolls,
regains his feet, but the initial shock is too much. Mufasa
rides him, claws sunk deep, biting into his flank. Scar moans
in agony, breaks free, retreats to the perimeter in panic. The
scavengers make way. He turns to see the old warrior advancing
on him like a locomotive. He breaks and runs.

Mufasa stands tall, roaring at the retreating rogue, the heavens
shaking with his roar.

Zazu, airborne during the melee, flits over to see if Mufasa
wants him to pursue.

MUFASA
Escort him to the border, Zazu.

Zazu salutes, flies off.

On the perimeter the hyenas snigger over the trouncing the rogue
received. Only Banagi seems distraught.

BANAGI
(to Baasho)
I can't believe it. There's no
justice. He was bigger, younger,
stronger.

The Ndona Pride rejoins Mufasa. Simba rushes up to his father.

SIMBA
Papa, how come you let that lion
go?

MUFASA
Hm?

SIMBA

How come you didn't kill him?

Mufasa pulls back from the tunnel vision of a combatant and sees Simba's big eyes looking up.

SIMBA

(continuing)

You know, "you can't be soft-hearted," and all that.

The lion perceives a mocking tone in his son's voice, and there or not, he's irritated and short:

MUFASA

We kill what we eat; and nothing more. And we kill to protect ourselves; when there is no alternative.

ON BANAGI AND BAASHO

Who are still at the perimeter, Banagi still perplexed by Scar's defeat. An evil glow creeps into his eyes.

BANAGI

Dumb as dirt... Dumb as dirt... Maybe that's just what we need...

Baasho turns and gives him a what-are-you-talking-about look. Banagi laughs his sickening laugh and slinks off into the tall grass.

CUT TO:

EXT. THE MARSHY BORDERLAND OF THE PRIDE - DUSK

Scar retreats through tall rushes near the murky headwaters of the Ndona River while Zazu buzzes behind. The tickbird stops and hovers at an exact boundary visible only to him.

ZAZU

This is the border. You're on your own. Understand that we mean you no ill will, stranger, but severe measures shall be taken should you return. Good luck.

Scar twists around and leaps at Zazu, jaws snapping like a flyswatter. Zazu flits away, lancing Scar with the condescending glare of a petty official before flying off.

Scar bellows, rolls on the ground, throwing a melodramatic tantrum like a spoiled child.

The wind picks up, hissing through the rushes. Sunlight fades. Something rustles behind him. Scar looks up. Banagi peers out of the rushes.

BANAGI

I just ca--

Scar roars, lunges. Banagi disappears into the rushes, the lion in pursuit.

Further on, Scar stops to listen. The tall grass nods back and forth, whispering. slate smooth clouds are massing overhead.

BANAGI (O.S.)

I just came by to say how wonderful I thought you did in the fight.

The lion charges toward the voice, but Banagi is too quick. Scar stops, looks this way and that, eyes demonic, murderous. But the weeds reveal nothing.

BANAGI (O.S.)

(continuing)

I don't think you realize how close you were, no, no. It was a kingly performance.

Scar whips around, the hyena's voice behind him now.

SCAR

I'll kill you, hyena!

BANAGI (O.S.)

That would be a terrible mistake, terrible.

Scar lunges again, finding nothing but more weeds.

BANAGI (O.S.)

(continuing)

Because with the slightest little edge, you see, just the slightest, you could defeat old fleabag.

Scar turns tail once more, the words breaking through.

SCAR

Huh?

ON BANAGI

Aways off in the weeds. He can tell he's finally got an audience. He stifles a laugh..

BANAGI

What you need, you see, are allies. Why, old Mufasa has that bird, doesn't he? If that bird hadn't been pestering you do you suppose you would have lost?

ON SCAR

A low-watt bulb clicking on in his head.

SCAR

That bird. He did it, yeah.

Banagi slips out of the weeds, slides up beside Scar with the chummy brashness of a used car salesman.

BANAGI

Of course he did. And I hate to see someone like you, with so much royal potential, get taken in like that. Now then, if you had something to offset that, a tickbird of your own say, why, you could be king of the beasts. That's what you want isn't it, to be king? To have your own pride? Hm?

SCAR

Yeah... But where do I get a tickbird?

BANAGI

That's where we come in. The hyenas.

SCAR

Hyenas?

BANAGI

Sure, hyenas. You just need to think of us as big tickbirds. A whole family of big tickbirds.

Scar nods his head, an ominous, deranged glow in his eyes.

SCAR

Yeah. Yeah, I get it, big tickbirds...

CUT TO:

EXT. IN FRONT OF THE HYENA'S DEN - NIGHT

The hyenas, including Baasho, are gathered in a semicircle. Banagi marches back and forth in front of them, having just completed his sales pitch.

BAASHO

But how do we know he won't turn
on us after we get rid of Mufasa?

BANAGI

Because he's so dumb, he wouldn't
know how.

BAASHO

And how do we know none of us will
get hurt? Mufasa is a tough
cust--

Banagi pushes his nose into Baasho's, shoving him back, cackling
wildly.

BANAGI

Customer? Tough customer? He's
an old fleabag. And he's been
stealing from us all his life.
So maybe you will get hurt, maybe
you'll get killed. We got a
chance to be kings! KINGS!!!

The hyenas cringe. Banagi runs back and forth between them, shouting "KINGS," his laugh rattling like a machine gun, spreading first to one hyena then to another until the whole gang is laughing, yipping and howling. They shout "KINGS, KINGS," and slam into each other, biting each other's ears, working into a frenzy.

CUT TO:

EXT. THE PRIDE ROCK - NIGHT

The pride stretches out helter-skelter, Dwala and Diku snoozing, Sarabi licking her haunches, Naanda and Nala resting side by side.

Mufasa looks out and sniffs the wind while Zazu sleeps contentedly in his mane. The old warrior senses something amiss, but can't get a handle on it.

Simba sits away from the group, peering into the sky.

SIMBA'S P.O.V. - OF THE FULL MOON

Round and yellow, the lion face playing hide and seek behind low clouds.

BACK TO SCENE

Nala leaves her mother and settles down beside Simba, rubbing her whiskers into his. He winces, turns away. She peers at him, puzzled, not used to him acting cold.

NALA

You're not mad at me for hitting
you this morning, are you?

Simba smiles, thinking of it, but keeps his eyes on the moon.

SIMBA

No.

She gazes at him, wants an explanation.

SIMBA

(continuing)
You think there's a Lion in the
Moon?

NALA

I guess.

SIMBA

How come it's not an ostrich in
the moon, or an aardvark?

NALA

What's going on, Simba?

SIMBA

My dad thinks I'm soft-hearted.

NALA

You are.

Simba looks at her, stung. She leans her head on his shoulder.

NALA

(continuing)
But I'm glad you are.

Simba looks across to Mufasa, seeing the old warrior's preoccupation as arrogance.

SIMBA

He's a snob, Nala..

NALA

Don't be mad.. He just wants you
to be king like he is.

SIMBA

I don't want to be king like he
is.

A nervous SNIGGER sounds from below the pride rock.

Zazu rouses. He looks around, eyes wide.

Mufasa stands, stares out. He roars a mighty roar and as he does Scar leaps onto the plateau to return his roar. The lionesses snap awake, jump back, closing ranks, sweeping Nala and Simba behind them.

ZAZU

Not you again? Beat it. Go on now. Get out of here before--

The hyenas join Scar on the plateau. Mufasa looks at them quizzically. They spread out around him. He gets the picture.

MUFASA

So... bone eaters. Is this your handiwork, Banagi?

Even with Scar beside him, Banagi can barely keep from fleeing. He averts his eyes but can't suppress his hideous laugh.

MUFASA

(continuing)

You have no idea what you're getting yourself into.

Scar edges forward growling, fangs dripping. The moon dashes behind a cloud.

Realizing his best defense is an offense, Mufasa charges without warning, catching Scar by surprise again, smashing him back. Their claws tangle and rip, teeth tear, roars shaking the very rock.

The hyenas stand frozen, petrified by the frenzy of violence. Mufasa is on top now, angling for a death bite below Scar's mane, knowing he hasn't much time.

Banagi sees opportunity slipping away, girds himself, howls and throws himself on Mufasa's back. The others follow. Mufasa reaches round, throws off one hyena, then another, but the numbers are too great. Scar bites into Mufasa's spine, rides him with the pack over the edge.

The pride stares toward the edge in horror, too stunned to move, listening as the sounds of battle turn into the sounds of a dog pack ripping apart its prey.

Scar staggers onto the plateau, eyes demonic.

Simba slips out from behind the lionesses, roars a pre-pubescent roar, and stands ready before Scar, who is so much larger than him it's heartrending.

SARABI

Simba! Run! Run!

Zazu flits up from the fracas below, zooms between the two.

ZAZU

Run! Don't you hear?!

Scar roars, the roar turning into sadistic laughter. He lunges for Simba. Zazu swoops and sinks claws into Scar's nostrils. The lion howls, shakes his head back and forth wildly.

ZAZU

(continuing)

Run-un-un-un-un-un-un-un!

Scar rakes Zazu off with a claw, swats him to the ground, then puts a paw to his swelling nose. Simba, staring horrified, comes to his senses. He dashes away.

Banagi bounds onto the plateau from the opposite side and sees Simba making away. The other hyenas join him.

BANAGI

Baasho, after him! You, you and you go with. And don't come back without his tail in your teeth!

The hyenas rocket off, cackling and howling.

BANAGI

(continuing)

Now, where did that stupid bird go?

ON ZAZU

Barely alive, dragging himself into a clump of grass, his wing bent at a horrible angle, ~~back~~ smashed in.

SCAR (C.S.)

Yeah, let me at that tickbird.

Zazu knows they're close. He knows he can't go far. His head spins, eyes fill with twirling dots. He takes a step forward, crashes head first into a hole.

CUT TO:

EXT. NEAR THE RIVERBANK - NIGHT : ON THE HYENAS

Who comb through the bushes and sniff around each tree.

BAASHO

(under his breath)

That lion's around here somewhere.

(shouting)

Keep looking!

WE PULL UP to a branch over the river and FIND Simba hiding with Kwashi, peeking through the leaves at the hyenas below.

KWASHI

(whispering; stunned)
Horrible... It's unthinkable...
The bone eaters...
(snapping out of it)
You must run, little one, far
away.

SIMBA

I thought you would help me,
Kwashi.

The baboon looks at him gravely.

KWASHI

There's nothing I can do. If I
tried to hide you it would only
be a matter of time. No. You
must run.

SIMBA

But where?

KWASHI

Keep the sun on your left in the
morning, right in the afternoon.
You will come to a place where
hyenas do not go.

SIMBA

(with dread)
The desert?

The old baboon nods, face drawn and sullen.

SIMBA

(continuing)
But I'll die for sure.

KWASHI

Remember the first time we met
by the river? You told me you
were the king of beasts. Well
now you are, Simba. Some day you
will come back, you must. You
cannot die.

Simba fights back tears, feeling betrayed by everything and everyone. Kwashi runs a hand through Simba's fledgling mane like a human would. He peers through the leaves, sees that the hyenas have gone.

KWASHI

Go now, while darkness is still
your ally.

Simba braces himself and jumps onto a branch that rakes down, slipping a little as the branch bends. The leaves crackle under his feet, the sound seeming magnified in the dark.

HYENA (O.S.)
There he is! Over there!

Simba bounds down and takes off running. The hyenas race after him.

CUT TO:

EXT. THE VAST SERENGETI PLAIN - DAWN

A herd of inky wildebeests grazes in the tenuous light. Their heads flick up, eyes glowing pink. They scatter, opening like a curtain to reveal Simba, panting hard, plunging through their ranks, the hyenas close behind.

CUT TO:

EXT. THE SERENGETI PLAIN - DAY - ON SIMBA

Driving forward under a blazing midday sun, tongue hanging out of his head. He turns, looks back.

SIMBA'S P.O.V. - OF THE HYENAS

Still behind him, drawing closer.

BAASHO
(sniggering)
You can't outrun us. We can run forever.

ON SIMBA

He faces forward, doubles his efforts; and,

CUT TO:

EXT. THE SERENGETI - NIGHT

A huge pudding moon sits on the horizon, its feline face seeming distant and cold. The silhouette of a young lion dashes through and right behind it a pack of cackling hyenas.

CUT TO:

EXT. THE ENDLESS PLAIN - DAWN

A red sun creeps onto the earth's cold sill, refracted in a thousand dewdrops hanging in the grass. Simba still flees; the hyenas still chase him.

But a day and night of running have taken their toll: the antagonists rasp for breath, eyes bugging out, faces flush. First one hyena then another slows to a stop, slides to the ground, wheezing and huffing. Even Baasho stops, rocking on his feet like a drunk.

Simba looks back, sees them. His legs tremble, refusing to take him further, crumbling beneath him.

He stares across the distance at Baasho, and Baasho at him, a grudging respect in the dog's tired eyes. Baasho growls, more at the absurd predicament than at Simba, and dashes forward before his will breaks. The other hyenas stagger to their feet and follow. Simba jolts up, fueled by panic, and runs on.

CUT TO:

EXT. THE SERENGETI - DAY

Simba hops down into a dry riverbed, scattering a convention of lizards, thousands and thousands of them, all jumping into crevices and under rocks. He gallops on, the hyenas plowing through behind him.

EXT. THE SERENGETI - NIGHT

Black clouds boil overhead and the wind howls and dust devils whirl. Simba staggers on, eyes squinched against biting specks of sand, sucking in air by the side of his mouth. He looks back.

SIMBA'S P.O.V. - OF THE STORM

Whipping sheets of sand into phantom forms. The hyenas are nowhere in sight.

ON SIMBA

Relief spreading across his face: he's lost them. He looks again; face falling.

SIMBA'S P.O.V. - OF THE HYENAS

Masked intermittently by the dust and dark, almost phantom forms themselves, trudging forward, heads hung low.

CUT TO:

EXT. THE FAR REACHES OF THE PLAIN - DAY

The sun rages down. Simba, eyes pink-rimmed with fatigue, tongue hanging like a ribbon, gallops on through a land of broken rock and no trees, where grass grows scarce and few herd animals wander. The hyenas are close behind him, running in their sleep!

CUT TO:

EXT. THE FAR REACHES/FURTHER ON - DUSK

Simba, near the end of his rope, roars with agony. Behind him the hyenas, invigorated by his show of desperation, pour on speed, drawing closer and closer, stretching their necks to get a bite at his tail.

Wild-eyed, Simba whips around, catching the dogs off guard. He tackles one while the others fly past, sinks teeth into the hyena's neck, sends him scampering, shrieking in pain.

Baasho and company face about, close ranks, preparing for the finale.

Simba charges straight at Baasho who recoils on reflex. Dog and lion roll in the dust. Simba jumps up, sprinting away before the others can join in.

But now he's so exhausted he can't see straight. He dashes head first into a rock. SMACK!

ROCK

Ouff!

The rock, really a sleeping RHINOCEROS, sits up and opens its eyes. Hard of hearing and nearsighted, he squints at the hyenas. They stop in their tracks, petrified.

SIMBA

Please, help me!

The Rhino cocks his head, speaks in a mustard-thick German accent:

HERR RHINO

Vass iss diss?

BAASHO

Nothing. Not a thing. Didn't mean to disturb you. Just-- passing by.

(to Simba)

Come along now, let's not disturb--

SIMBA

Please! They've killed my father and our tickbird, and now they're after me!

HERR RHINO

(to the hyenas)

Unt vhy vould anyvone vant to kill a tickbird? Hm?

The hyenas cringe and let out nervous cackles as Herr Rhino's pea-eyes turn crimson. He snorts, gets up, stamps his feet. The hyenas scatter. Simba looks on in disbelief as the rhino puts his head down and charges after them, the earth shaking with his footfalls. Simba laughs in amazement.

SIMBA'S P.O.V. - OF THE RHINO

Chasing one hyena after another, raising a thick cloud of dust. But then Herr Rhino wheels around and chases Baasho back in Simba's direction.

ON SIMBA

His jaw drops. He takes off, Baasho coming up on his tail, the rhino on Baasho's, the other hyenas taking up the rear.

Simba looks back in horror as Baasho makes a triple-effort and clamps onto the end of his tail. But Baasho can't afford to slow up with the needle-sharp horn so near.

Tail stretching, Simba runs faster than he ever has. He looks forward. His eyes get huge.

SIMBA'S P.O.V. - OF A CLIFF UP AHEAD!

ON THE CLIFF EDGE

Simba splays onto his belly, desperate to stop. Baasho whips past him, tail still in his teeth, flinging over the edge, the rhino and hyenas right behind.

HYENAS (O.S.)

Ieeeiiiieeeeiiieeee!!!

The rhino SMASHES in below, flinging up a cloud of dust.

Simba digs claws into the earth, dragged to the very edge by Baasho who clings for life to the end of Simba's tail. The edge crumbles. Simba slips further... further. He wraps his paws around a dead branch which crackles under the weight. His tail stretches like taffy, longer and longer. He looks down.

SIMBA'S P.O.V. - OF BAASHO

Dangling, looking up, his expression grim.

ON THE TWO

Simba's tail SNAPS. Baasho falls. The recoil flings Simba back onto solid ground. He looks at his tail, the tuft and several inches gone, then turns and staggers off.

DISSOLVE TO:

EXT. THE EDGE OF A BRACKISH SPRING - DAWN

Sunrise finds Simba lying in exhausted sleep under a leafless thornbush near the oozing mud of a dried spring.

Another TICKBIRD, this one downright cantankerous, swoops down and pecks Simba on the head. He winces, eyes popping open, stares up.

WE PULL BACK and SEE what he's looking at as the tickbird flits away to hover over a pair of stocky MALE LIONS, standing shoulder to shoulder, their rust-colored manes tossing in the breeze. The tickbird clears his throat:

TICKBIRD

This is not open land, stranger.
It belongs to the Sametu Pride,
who have lived here since the
first sunrise on the plain. I
advise you to leave promptly.

Simba can't believe it. He scrutinizes the lions, face screwing this way and that, and concludes he must be dreaming. His eyes droop shut. The three lions don't like it. They roar in unison, charge forward. Simba yelps, bolts up, getting thorns in the backside, tripping into the mud. He yanks himself up and skitters away.

CUT TO:

EXT. THE DESERT - DAY

A white-hot sun blasts down on Simba, who puts one foot forward, then the other. He's so thirsty and exhausted his eyes play tricks on him; he blinks and blinks.

SIMBA'S P.O.V. - OF WAVERING HEAT AND DUST ON THE HORIZON

That forms into a distant giraffe.

ON SIMBA

He blinks and blinks again.

SIMBA'S P.O.V. - OF THE GIRAFFE

Separating into two, then three, their spots bleed out, melting into bands of color and reforming into the shape of a lion.

ON SIMBA

He blinks.

SIMBA

Papa? Papa?!

SIMBA'S P.O.V. - OF THE LION

Dissolving into a rhino, a zebra, back into a giraffe. The giraffe melts into a sparkling pool of water. It floats in closer and closer.

ON SIMBA

Dashing ahead, splashing into the glimmering pool, dipping his tongue in for a much-needed drink.

The pool vanishes. His tongue sticks on burning clay. He chokes and sputters, takes a determined step forward; and flops over.

The wind picks up, spraying particles of sand. It builds and builds into a full-blown dust storm, obscuring the landscape, screaming and hissing and whipping sand like waves in a gale. Simba doesn't move.

The storm gets so fierce WE LOSE SIGHT of everything, time included and we,

DISSOLVE TO:

EXT. THE SERENGETI - DAY

WE MOVE PAST the lion's rock plateau, empty for the moment, and down through clumps of grass and weeds to the entrance of the hole Zazu fell into.

RINA (O.S.)

I think he looks a bit peaked
still, don't you?

RADA (O.S.)
Oh, yes, definitely yes. Better
lie down now.

INT. THE SPINSTER RATELS' HOLE - DAY

Rina tries to blanket Zazu with a leaf while Rada wrings her hands in concern. Zazu has become the son they never had. He jumps up. Rina pushes him back. He jumps up again.

ZAZU
Forget it, lady. If I sleep
anymore I'll turn into a mushroom.

RINA
You don't look well.

ZAZU
Who could look well in a place
like this? It stinks down here.

RADA
Maybe you should try and eat
something.

Rada brings him a leaf full of slimy, translucent slugs.

RADA
(continuing)
They're packed full of vitamins.

Zazu gags, knocks the leaf over, clammers for the exit.

ZAZU
I'm gettin' out of here!

EXT. NEAR THE RATELS' HOLE

Zazu pops out of the hole, takes two steps, freezes. A passing HYENA turns his way. Zazu bounds upward, flaps his wings. Only one works: he skitters in a circle.

The hyena sniggers, grinning viciously.

INT. THE RATELS' HOLE

Zazu flops back in.

ZAZU
Vitamins ya say.

The spinsters' frowns drop away.

CUT TO:

EXT. THE ROCK PLATEAU OF THE NDONA PRIDE - DAY

The lionesses climb up and flop down together, weary from the hunt, already growing wan and pale.

NALA

How can they expect us to keep hunting if they don't let us get enough to eat?

No one answers, faces remaining blank like the shocked citizens of an newly occupied country.

Banagi and the hyenas join them, sprawling out every which way, sniggering and nipping at each other. The lionesses avert their eyes, scornful of their guests.

Scar lumbers up and looks around, moon-eyeing Nala who patently ignores him.

He shuffles toward her like a timid schoolboy and tries to sit next to her. She gets up and lopes away.

Scar pursues her, a growl crawling from his throat. The lionesses look up in alarm. He corners her, following around as she tries to twist away. He bats a paw into her shoulder, knocking her off balance.

SCAR

How come you won't look at me?

She glares at him, fear barely containing anger.

SCAR

(continuing)

Huh? Is something wrong with me?

She turns away once more, glances at Naanda, who knows she's walking a tightrope. Scar, enraged, shouts in her ear:

SCAR

(continuing)

What's wrong with me?!

Banagi hops up beside him.

BANAGI

Nothing's wrong with you.

SCAR

I didn't ask you!

A YOUNG HYENA cackles in nervousness. Scar is on him in an instant. The hyena rolls belly up, fidgeting in terror as the lion presses a paw into his neck.

SCAR
(continuing)
Something funny? Huh? Huh??!

The rest of the hyenas cringe back, ready to run. The lionesses share a glance, hoping the situation will deteriorate further. Banagi reads them, knows he's on the brink of losing it. He glides up beside Scar, whispers in his ear:

BANAGI
Kill him, go ahead. He's a useless fool anyway. But as for her, just take it easy. The young ones always play shy. That's how you know they're interested.

Scar looks Banagi in the eye, and Banagi is nothing if not convincing, then looks back to Nala who still avoids his gaze.

BANAGI
See what I mean?

Scar furrows his eyebrows, tries to think it through. The young hyena slips out from under his paw and creeps away.

Suddenly the hyenas swing around and watch as Baasho limps onto the rock, his bones stiff and creaking, his fur matted and torn, face bruised, one eye swollen shut, the end of Simba's tail still between his teeth.

He stops in front of Banagi, spits out the tail. Everyone stares at it. Banagi laughs his awful laugh, then slices it short.

BANAGI
And the others?

Baasho doesn't answer, or rather answers with his glare, his bitterness apparent. He turns, walks several paces, curls up between two hyenas and falls into exhausted sleep.

Nala weeps. Naanda, Diku and Dwala hang their heads. Sarabi (Simba's mother) roars in anguish, bolts up, lunges at Baasho, getting a mouthful of him as he yelps in panic.

Scar pounces on her, rips her away and sends her crashing, knocking down hyenas like bowling balls.

Sarabi yanks herself up, faces Scar. The other lionesses close in around her, blocking her, shuffling her back.

NAANDA
(whispering to Sarabi)
Come on you hot-tempered fool,
before you get yourself killed.

SARABI
(snarling)
What would it matter?

Scar can't stand them whispering about him, lunges forward.

SCAR
What?!

He meets the terrified stares of everyone assembled.

DWALA AND DIKU
(to Scar, in turn)
It's nothing. She's just a bit
overwrought.

He pushes his face into Sarabi's. His scars throb pink.

SCAR
Whaaaaat?!!

Sarabi shakes with humiliation and rage. Banagi slides up, trying to tourniquet the crisis.

BANAGI
(to the lionesses)
Where are your manners? Can't
you see brother Baasho is
famished? I think you should hunt
him up something special to
welcome him home. Hm? Now. Now!

Scar seconds the motion with a roar. The other hyenas join him, cackling and yipping and yowling. The lionesses saunter away, icy with wrath, Nala taking up the rear.

EXT. BELOW THE PRIDE ROCK

Nala catches up with her mother, rubs along her flank while tears stream from her eyes.

NALA
Why do we stand it, Mama? Why
don't we run away?

NAANDA
And where would we go? This is
our land. It was our mother's
and our mother's mother's and we
cannot leave. My heart breaks
to say it but that brutish lion
is now our king.

Nala sobs, rushes ahead, unable to think of it.

WE PULL BACK as the lionesses fan out onto the plain for the hunt, passing under a lone acacia, its branches crammed with a hundred vultures, who look at each other, surprised but pleased to find the lionesses back at it so soon.

KWASHI (V.O.)

...As much as we feared the lions
our hearts cried for their loss:
Mufasa, torn from life in his
prime, and Simba, ruthlessly cut
down in the flower of his youth;
and we at the mercy of their
killers...

The vultures squawk and spread their wings, jumping from the tree, taking to the air en masse.

CUT TO:

EXT. THE DESERT - DAY

The storm is gone, sand settled. Simba lies where we left him, half-buried in a dune, dead still.

A shadow flicks past overhead. A single vulture swoops in and lands nearby, strutting over to the dune with keen interest. He comes closer, craning to get a better view, trying to determine what he's found.

He hops onto the dune, whiskers some sand away, takes a peck at Simba's ear. Simba jolts awake in an explosion of sand and snatches the vulture by the beak. It screeches, bug-eyed and frantic.

Simba realizes what he's got, spits him out.

Stunned and sneezing, the vulture hops away to shake the kinks out of his beak, then turns to scrutinize the lion-cub, who really is a mess. He decides to wait, decides this one can't be long for the world.

It dawns on Simba what the bird is doing. He glares. The bird glares back, beady-eyes black, pitiless.

SIMBA

Get out of here. Go on!

The vulture moves a few steps away for safety, folds in his wings, gets comfortable.

Simba can't stand it. He roars in anguish, throws himself at the bird, nabbing a mouthful of tail feathers as the creature stumbles, screeches, barely escaping, beating its wings to get aloft.

ON SIMBA

Spitting out feathers, watching the vulture fly off, mute, desperate, no better for having chased him.

ON THE VULTURE

A chevron in the sky now, getting farther and farther away.

ON SIMBA

Something occurs to him; his expression changes, eyes get bright. He hears Zazu's voice in his head:

ZAZU (V.O.)
If all else fails you can always
follow a vulture to food and
water...

Simba peels out, galloping after the bird.

CUT TO:

EXT. THE DESERT - DAY

WE MOVE over a plateau of crumbled rock and dead weeds that looks into an endless dry valley, practically STUMBLING ON a little crater with a spring-fed pool at its bottom, the spring caused by some geological anomaly; the kind of place you could die of thirst ten feet from, never knowing it was there, unless you were a bird.

And birds there are: vultures, several of them, squabbling and pecking each other at the edge of the pool. The vulture that taunted Simba swoops in and joins them.

He hardly gets a chance to peck one of his mates out of the way before Simba roars up and flings himself into the pool, splashing in, sending the birds tumbling, scrambling, flapping away.

Simba laps and slurps with undisguised gusto; and,

CUT TO:

EXT. A PROMONTORY IN THE DESERT - DAY - ON SIMBA

He crawls in next to a rock shelf seeking the cool shade. His relief is visible. He looks out, eyes focusing on something in the dry valley below.

SIMBA'S P.O.V. - OF A CHEETAH CHASING A THOMPSON'S GAZELLE

Two tiny dots in the distance, who leave a pie-wedge of dust in their wake. The cheetah tackles the gazelle. They crash, roll, punctuating their chase with an exclamation point of dust.

ON SIMBA

Still watching. Some instinct clicks on, brings him to his feet; and,

CUT TO:

EXT. THE FLOOR OF THE DESERT - DAY - ON THE CHEETAH

A homely looking beast with eyes set too close and head too small for his torso, like a gawky teenage athlete. He busies himself with eating while a small audience of vultures wait for him to finish. (Only the Tommy's horns can be seen, the rest of him is hidden by a tuft of dry grass.)

Simba lopes up behind him like a kid pressed against the bakery window.

SIMBA

Excuse me, could I share a little
foo--

The cheetah pivots, eyes round with horror. He shoots away.

KWASHI (V.O.)

At the very moment that we were
mourning Simba's death...

Simba, perplexed, watches the cat dash off, but then his face lights up: he realizes he's found the key to getting food.

EXT. THE SKY ABOVE THE DESERT - DAY - ON SOME VULTURES

Circling back and forth, looking for their next meal. WE MOVE DOWN to Simba, watching them from below, eyes keen.

EXT. THE DESERT - DAY

The cheetah runs down a steenbok.

EXT. THE DESERT - DAY (MOMENTS LATER) - ON THE CHEETAH

Looking up from his kill as two vultures swoop in and settle for the wait. He ignores them but a moment later looks up again in horror.

KWASHI (V.O.)
...he was learning to live.

ON SIMBA

Charging forward, roaring, fangs bared, sending the spotted cat scampering away mid-meal.

DISSOLVE TO:

EXT. A TREE NEAR THE PRIDE ROCK - DUSK (WEEKS LATER)

Kwashi looks down from a high branch, a picture of despair.

KWASHI (V.O.)
But Simba's life was not all that
was at stake...

HIS P.O.V - OF BANAGI

Drunk with power, eyes glowing hellish red, belly swaying from side to side, brushing the grass with its new bulk.

BANAGI
Off with you. Hunt! Hunt, so
that we may feast!

EXT. NEAR THE PRIDE ROCK - DUSK

The sky is blood red. The lionesses, more gaunt and pale with each passing day, start yet another hunt. Banagi, Scar and the hyenas chase after, while a flock of plump vultures squawk with glee at Banagi's words and take to the sky.

KWASHI (V.O.)
...for relieved of the burden of
scavenging their food by the
lionesses...

Banagi breaks into sinister laughter. His mates join in, cackling and snapping at the lionesses' heels, who know not to look back.

EXT. THE BANKS OF THE NDONA RIVER - DAY

A pack of fat hyenas chase some baboons into the trees, yipping and cackling, having great fun, passing by a eland skeleton that they've no time to bother with.

KWASHI (V.O.)
...the hyenas filled their hours
by harassing anyone they pleased.

Kwashi looks down from his branch, sullen and immobile.

EXT. THE SERENGETI PLAIN - DAY

Scar and a troop of hyenas chase after an ostrich mother and her terrified babes, scattering scores of other animals as they go. They are obviously not hunting, not interested in eating, just in filling their victims with terror.

KWASHI (V.O.)

I knew, knew the harmony of our kingdom was reeling, turned on its head...

ON A PAIR OF GIRAFFES

Whipping their necks around, butting heads.

KWASHI (V.O.)

...causing us to lash out...

ON A PAIR OF AARDVARKS

Turned back to back, flinging up dirt, trying to bury each other alive.

KWASHI (V.O.)

...in ways we never had...

ON A GNU BUCK

Ramming his head into a tree trunk, then backing up and doing it again.

...sliding toward some disaster
we couldn't imagine...

ON KWASHI

Watching from a distant branch. He looks into the sky.

KWASHI (V.O.)

...much worse than our individual fates...

KWASHI'S P.O.V. - OF THE SKY

Black with vultures.

KWASHI (V.O.)

...And I knew that something had
to be done...

CUT TO:

EXT. A TREE NEAR THE EDGE OF THE WOODS - DUSK

Kwashi climbs down and trudges off onto the treeless plain as if starting a long and thankless mission. Zazu flits up behind him.

ZAZU

I had a feeling you'd be sneaking
off someplace.

Kwashi flinches, turns, raises an eyebrow.

KWASHI

Zazu. You're looking much better.

ZAZU

Don't get cute on me. I got a lifetime supply of that stuff from those dames. Now where you going in such a hot hurry?

The old baboon looks off onto the plain, voice resonant.

KWASHI

To find a lion, a champion,
someone to rid us of these, these
heinous--

ZAZU

Just what I thought. The nerve.
You don't know nothin' about lions. What you need is an expert. An expert! And I just happen to know one.

KWASHI

You do?

ZAZU

Yeah. Me.

Kwashi rolls his eyes; and,

CUT TO:

EXT. THE SERENGETI - NIGHT - ON THE LION IN THE MOON
Bright and full, face serious, remote.

EXT. THE PRIDE ROCK - NIGHT - ON SCAR

He sits staring, bathed in moonlight, a crazed, smitten look in his eyes.

SCAR'S P.O.V. - OF NALA

Sitting with the other lionesses, her head low, trying to avoid his gaze, which falls on her constantly now, giving her the willies. She's grown since last we saw her, limbs forfeiting their girlish bulk as she stretches into feline adulthood.

ON THE PRIDE ROCK - WIDER ANGLE

A strange political geometry has developed: The lionesses sit in a tight group, Scar facing them from across the rock, a sea of lazing hyenas separating and surrounding them, heaped here and there, fatter than the last time we saw them, keeping a running-start away from the lionesses who seem like an island ringed by empty beaches.

Nala turns toward her mother, speaking under her breath:

NALA
He's still looking. He never
stops.

NAANDA
(whispering too)
Ignore him.

NALA
He's in love, isn't he?

NAANDA
Don't even look.

NALA
But mama, maybe that's how we can
get rid of them.

Naanda looks at her daughter, Sarabi and Dwala turn their heads too.

NALA
If I can get close to him. If
I can make him understand they're
bad.

SARABI
But then we'd still have him.

DWALA

We'll worry about him later. At least we'd have fewer mouths to feed.

NAANDA

Don't, Nala. It's not worth it. That lion is crazy.

NALA

That's the one thing we can count on.

Nala musters every ounce of her courage, gets up and weaves through the hyenas to Scar. She stands in front of him, meeting his gaze, diminutive before him. She smiles a timid smile, sits beside him. For an instant there's a sparkle in his eyes like that of a child who cups a butterfly in his palm; the instant before he's swept by a black impulse to pluck off its wings.

ON BAASHO AND BANAGI

Baasho watches Nala and Scar. He nudges Banagi who naps beside him. Banagi forces open his eyes, sees what Baasho is looking at. The two hyenas look at each other and frown: what's this?

ON THE MOON

Bright and full, face serious.

EXT. A TERMITE MOUND IN THE DESERT - NIGHT

The mound is house-sized and prehistoric, carved by wind and time into an egg shape, pocked like a sponge.

Simba climbs onto the mound which gives him a view of the area. He too has grown since last we saw him, almost to his full length, if somewhat skinny, and though his mane has a fine gold tone like his father's, it's still an adolescent looking thing. He looks up.

SIMBA'S P.O.V. - OF THE LION IN THE MOON

ON SIMBA

Forlorn, melancholy, homesick.

SIMBA

Can you see them...? Back home?
What are they doing? Are they
all right...? What about Nala,
what about her? I bet she's grown
up...

ON THE MOON

Silent, remote, almost mocking.

EXT. THE TERMITIE MOUND

SIMBA

Tell them I miss 'em. All of
'em... I wonder if you really
even see them..?

TIMON, a meerkat, no bigger than a squirrel, with a pointed, pink nose and a racoon's black mask around the eyes, pops from a hole below the termite mound with his hands on his hips. He speaks with a spritely Johannesburg Township accent:

TIMON

Aye, you goin' ta be at dis all
night? We got chilren tryin' ta
sleep down here.

SIMBA

Hunh?

Simba looks down, can't believe the nerve of this runt. A voice echoes from out of the hole.

TESMA (O.S.)

So, Timon, what is it up dare?

TIMON

(speaking down)

Ah don't know. It lukes like a
cheetah wit a big head and no
spots.

Suddenly half a dozen meerkats pop out of the hole and join Timon, then a dozen and a dozen more. They twist and crane to get a better view, staying close in a mass as if all their ankles where chained. They have a whispering conference then nod their heads all at once.

They form a phalanx and march up the termite mound, hopping and bouncing in a show of aggression that makes them look like circus acrobats. They grind to a halt in front of Simba.

TIMON

Dis is not open land. Eat belongs
to da Komboli Rangers who been
here since da first sunrise on
da--

SIMBA

(incredulous)

Wait a second. What are you guys?

The meerkats look at each other; no one's ever asked that before. They have a quick conference. Timon steps forward, playing it tough.

TIMON
What are you?

SIMBA
(irritated)
I'm a lion.

The meerkats have no idea what a lion is. They confer frantically. Timon comes forward again.

TIMON
Do day eat meerkats, dees lion?

Simba starts to get the picture:

SIMBA
No, no we never touch 'em. Never.

The kats are skeptical, then confer once more. Tesma comes forward this time.

TESMA
What's da mattēr, don't we taste
no good?

SIMBA
How would I know?

Tesma purses her lips and nods, rejoins the huddle. The whispering builds to a frenzy. Timon comes forward.

TIMON
Okay. It's late, we're all tired,
nobody want to fight. We let you
stay if ya don't make such a
racket. But udder wise we kick
your butt.

Simba can hardly believe his ears, but he nods anyway.

The meerkats about face and march back to their hole. Simba watches them disappear, puzzled and amused, then turns his gaze skyward.

SIMBA'S P.O.V. - OF THE MOON

Remote as always, its face somehow changed, just slightly, so that you'd swear it looks a like a meerkat.

CUT TO:

EXT. THE FAR SERENGETI - DAY

Kwashi and Zazu peer out from a shriveled palm thicket, spying on a lion-candidate who crouches in the mid-distance with his back toward them. They speak in hushed voices:

ZAZU
I get a good feeling about this one. Very solid.

KWASHI
I hope so, we've been out here for weeks, Zazu.

ZAZU
You think good lions fall out of trees?

Kwashi winces.

ZAZU
(continuing)
A joke, Kwashi, a little humor, come on, lighten up.

KWASHI
What makes you think this one's so good?

ZAZU
Look at him, he's a savage.

Kwashi is dubious. Nevertheless, he rises, clearing his throat dramatically.

CLOSE ON THE LION

Turning around as he gums a mouthful of grass. He is beyond geriatric, beyond lame, into ridiculous.

ON KWASHI AND ZAZU

Baboon looks at bird, groans.

CUT TO:

EXT: IN THE WOODS BY THE NDONA RIVER - DUSK

Storm clouds build overhead; boiling into black anvils. Scar buffets Nala into the woods to get her alone.

NALA
Scar, stop it. I want to get back to hunting.

SCAR
Let the others hunt.

NALA
Nooo.

Scar slaps her, sends her reeling.

SCAR
Don't say no to me. Do you hear?
Never say no.

She runs. He chases.

SCAR
Come back here!

NALA
(trying for coy)
Catch me.

She's much faster than he, easily puts space between them.

SCAR
Come back! You think I don't
notice that you never want to be
alone with me? You think I don't
notice that?

She lets him catch up, comes close, whispers.

NALA
But we never are alone. The
hyenas are always--

He jumps on her shoulder, knocks her flat.

SCAR
Don't!

She inches away from him, unable to mask her terror.

SCAR
(continuing)
I told you never to mention that
again. They're friends. They're
staying. End of discussion!

NALA
Then how do you expect us to be
alone?

He's up on top of her now, glaring down maliciously.

SCAR
We are alone.

NALA

But we aren't. I won't mention names because I'm sick of being hit, but someone is watching, right now.

Scar looks up, scans the trees, instantly paranoid.

NALA

(continuing)

One of them is always watching. Banagi's afraid you'll get out of his control.

SCAR

Nobody controls me!

Thunder CRACKLES overhead. Scar flattens himself out, stares up, trembling. The change in behavior is so drastic that Nala can only gawk. More thunder BOOMS. A tongue of lightening flicks across the sky. Scar skitters off to hide beside a rock; the rock Baasho is concealed behind.

The hyena tries to back away, disturbing some leaves. Scar turns, lashes out like the lightening he's so afraid of, throwing Baasho to the ground. The dog bounces, rolls.

SCAR

Spy!!!

Scar lunges but before he can deliver the killing stroke thunder BLASTS, reducing him to a quivering snail. He covers his eyes, writhes in the dirt, demented and pityful.

Baasho shoots away. Nala stares.

CUT TO:

EXT. NEAR THE ANCIENT TERMITE MOUND - DAY

Simba stretches on the mound while Tesma, Timon's wife, does sentry duty beside him. Tesma is completely serious about her task, peering out, searching the desert sky, swiveling this way and that, like a sailor on the lookout for kamakazis.

Below them the Komboli Rangers are spread out and searching for insect-food, noses to the ground, pawing up great clouds of dirt in their never ending hunt.

Timon joins Simba and Tesma on top of the mound to change the guard. Tesma and Timon salute. Tesma stands down. When they are alone Simba turns to Timon.

SIMBA

So, you guys keep someone up here all the time.

Timon nods, looking out, as serious about his job as Tesma.

SIMBA
(continuing)
And what are you looking for?

TIMON
Oh, da usual ting: jackals, cobras
and of course Canute.

SIMBA
Canute?

Suddenly Timon focuses on something. He barks and yips. The meerkats drop their bug-hunting and form into a phalanx.

SIMBA
(continuing)
What is it?

TIMON
Yellow cobra. We get dem all da
time.

Simba follows Timon's line of sight.

THEIR P.O.V. - OF A SEVEN FOOT COBRA

With scales the color and texture of a banana, slithering from behind a rock toward the meerkats, who march forward doing their circus routine to scare him. It doesn't work.

The kats dash in and out, brave and frenetic, nipping at the cobra who raises up, looming over them like a biblical monster.

ON SIMBA AND TIMON

Simba jumps to his feet, compelled to aid his new friends.

TIMON
Stay put, so ya don't get hurt.

Simba looks at the meerkat: hurt, me; what about you guys?

ON THE MEERKATS AND COBRA

The snake parries and lunges, forcing the skirmishers back, drawing closer and closer to the meerkats' hole. A MOTHER MEERKAT draws up in panic.

MOTHER MEERKAT
Don't let him near the hole! My
babies! They'll be trapped!

Another meerkat races over, wraps arms around her, pulls her to safety. The meerkats redouble their efforts, but to no avail.

The cobra draws closer, lashing out, a sadistic glow in his eyes, tasting the tender babes already.

ON SIMBA AND TIMON

Simba can't stand it. He starts forward. Timon throws himself in front of the lion.

TIMON

Wait. You'll ruin everything!

ON THE MEERKATS AND COBRA

Battling over the entrance to the hole. Some meerkat babies peep out, shriek, disappear inside. The Mother meerkat throws herself into the hole after them, bellowing in panic.

The cobra lurches forward, snapping at all comers, knocking them back. He dips into the hole. The kats throw themselves on him, trying to pull him out like contestants in a desperate tug-of-war.

ON SIMBA AND TIMON

The horror is too much. Simba roars and charges down. Timon throws himself on the lion, clings to his neck, screaming in his ear.

TIMON

Don't! Wait now! Stop!

He bites into Simba's ear. Simba yelps, stops, whips the meerkat to the ground. Timon springs up.

TIMON

(continuing)

Look!

THEIR P.O.V. - OF THE MEERKATS AND COBRA

As the last of the cobra's tail slips through their hands, a dried bush moves nearby, revealing a back exit. The Mother meerkat pushes her babies out before her. The Komboli Rangers divide in two and start pawing dirt into the holes, burying the cobra alive.

ON SIMBA AND TIMON

Simba beams, starts laughing, can't believe his eyes. Timon looks on, proud to be a member of the team.

ON THE MEERKATS

Finishing up their handiwork. They rush into each other's arms, hugging and nuzzling, slapping backs and yipping, giving special attention to the babies.

MOTHER MEERKAT
(squeezing her babes)
My little thespians. I'm so proud.

ON SIMBA AND TIMON

Timon, caught up in the moment, throws an arm around Simba's leg.

TIMON
Sorry I bit you.

SIMBA
(astounded)
You guys had that all planned.

TIMON
Of course. A plan is stronger than any beast dare is.

No sooner do the words leave his mouth than a shadow flicks over head. Timon looks up in terror.

TIMON
(continuing)
CANUTE!!!

ON THE MEERKATS

They look up, scatter. But it's too late. A MARSHAL EAGLE, fierce-eyed and pitiless, rockets in and snatches up one of the Komboli Rangers. It flaps away with a cynical caw.

ON SIMBA AND TIMON

Simba is stunned but Timon is devastated. He sinks down, pounds the earth with his tiny fist.

CUT TO:

EXT. THE TERMITE MOUND - NIGHT

Timon lies in the same posture, head down, disgraced. Simba lies close by, feeling culpable.

SIMBA

How could you know that bird would
sneak in like that?

TIMON

Dat was my job, to watch. Udder
wise I would have joined da fight.

SIMBA

Then it was my fault. I
distracted you.

TIMON

It's no use to blame. Canute is
just too fast for us. He waits
for da perfect moment each time.
If only I had wings...

Simba peers into the night, head heavy with thought. Suddenly
he whips around, looks at Timon:

SIMBA

I think I have a plan.

The meerkat raises his head; and,

CUT TO:

EXT. THE SERENGETI - DAY

Kwashi and Zazu stand among a small collection of gnus, zebras
and warthogs like two roadside preachers.

KWASHI

...We're looking for a lion with
pluck and skill at combat and
courage and stamina and a
certain... politesse; one who's
not intimidated by evil, vile,
psychotic foes, or afraid of being
outnumbered and surrounded; one
who has a good heart--

ZAZU

Good heart -- enhh.

KWASHI

Of course a good heart. What do
you mean, "ennh?"

ZAZU

Enhh.

KWASHI

How do you expect him to stand
up to--

ZAZU

Ennh!

KWASHI

Zazu, don't just make that stupid
nasal sound at--

An elderly WARTHOG breaks in mid-sentence:

WARTHOG

Fellas, fellas. Hold on. Who
hangs around long enough to tell
whether they have a good heart?

The assembled animals say, "here, here."

CUT TO:

EXT. THE ANCIENT TERMITE MOUND - DAY - ON TESMA

Up on top, keeping guard, keen and alert.

ON THE KOMBOLI RAIDERS

Foraging below, spread out in every direction.

ON TESMA

She sees something in the distance. Her eyes light up. She
barks at her comrades and skitters down.

ON THE RAIDERS

They drop everything, sprint for their (new) hole.

ON CANUTE

The Marshal eagle, diving down, expression sinister, wind
HISsing through his wings.

HIS P.O.V. - LIKE AN ARCADE GAME

With the meerkats dashing across his field of vision toward
their hole.

CLOSE ON THE HOLE

As one meerkat after another banks off the rim and zips in. WE
WHIP PAN to Timon limping for the hole: ba-bumpity-bump,
ba-bumpity-bump.

ON CANUTE

Zeroing in on Timon with a caw of delight.

CLOSE ON TIMON

Looking up, seeing the bird, nervous as hell. He doubles his efforts: ba-bumpity-bump, ba-bumpity-bump.

ON CANUTE

Pushing the sound barrier, talons extended.

NEAR THE MEERKAT HOLE

Timon is close but there's no way; the eagle roars in-- Simba leaps from a brush-covered pit inches in front of his friend.

ON CANUTE

Horrified, veering.

ON SIMBA

Grazing the bird with his paw.

ON THE EAGLE

Twirling end over end, arcing into space, crashing in the distance like a downed Messerschmitt, sending up a plume of dust.

ON THE MEERKATS AND SIMBA

The meerkats jump from their hole, hopping and dancing, hugging Simba's legs, crawling on his back, cheering in relief. Timon joins in, his limp a total fake.

CUT TO:

EXT. NEAR THE ANCIENT TERMITIE MOUND - DUSK

a red-ball sun hangs over the assembled Komboli Rangers. Simba leans down so Tesma can give him a hug goodbye. Timon gives his leg a hardy pat.

TIMON

You're always welcome here, you know dat, and you'll always be a Komboli Ranger now, no matter where you go.

SIMBA

I'm proud of it.

Simba takes a last look around.

SIMBA

(continuing)
Goodbye, Rangers.

The assembly waves and says goodbye as Simba trots away into the dusk.

KWASHI (V.O.)

...Simba had learned much from his desert friends. He learned that size did not equal strength, for his friends had been the tiniest of creatures; but indeed that strength was measured by one's character, and cunning...

CUT TO:

EXT. AT THE EDGE OF A DRY RIVERBED - DAY

Kwashi and Zazu stand over a LION sleeping in the shade of a stunted tree. With each snore a little cloud of dust puffs up from his nostrils, his ribs heave in and out. Kwashi clears his throat to wake the beast, but without much enthusiasm.

ZAZU

(whispering)
Louder. Go on.

KWASHI

(whispering also)
You do it.

ZAZU

It's much better if you do.

KWASHI

What if he's hungry?

ZAZU

Lions never eat baboons. They taste awful.

(wings to his throat)

Uck! Blah! Yeeech!

Kwashi looks askance at the bird.

ZAZU
(continuing)
Trust me on this. Really.

The lion wakes with a start, not happy to be disturbed.

KWASHI
(continuing)
Hello there. We ah, we represent
the Ndona Pride--

ZAZU
Not technically, of course.

The lion stares at them, bemused. He rises and stretches.

KWASHI
And we're looking for a lion.
A lion with courage and strength,
with ambition and integrity.

The lion licks his lips, takes a step toward them.

ZAZU
What he's actually getting at--

Kwashi and Zazu take a step back. The lion takes another step forward.

KWASHI
(under his breath)
He's hungry. Very hungry.

ZAZU
(under his)
Think so?

They take another step back and another. The lion roars. Kwashi turns tail.

Just as he lunges, the lion is intercepted by Simba who leaps from nowhere onto his back, throwing him over. The lion rolls out, gains his feet, growls. Simba doesn't flinch, though the lion is clearly bigger than he, and charges in head on.

The audacity of it is enough to persuade the lion to quit. He breaks off, runs away.

Simba stands panting while it dawns on Kwashi and Zazu who he is.

KWASHI
Simba..?

SIMBA
What are you two doing out here?

ZAZU

Are you a, a ghost?

SIMBA

What? What's the matter with you?

ZAZU

We ah-- We ah-- We thought you
were--

KWASHI

Baasho brought back your tail as
proof that you were dead.

ZAZU

It looks good. No really-- kind
of distinguished.

SIMBA

Well... I'm just on my way to
pay a little visit to Baasho and
his various friends.

Kwashi and Zazu look at each other, impressed and even a bit
chilled by the tenor of Simba's voice. They know their search
is over.

ZAZU

Allow me to offer you my expert
consulting services.

KWASHI

Oh, no...

The threesome starts off.

CUT TO:

EXT. THE ARID PLAIN ON THE ROUTE BACK - DAY

Simba marching along with purpose in his stride, bolstering
Kwashi, who's found new strength in the lion's regal demeanor.
Zazu swoops in a circle overhead.

Something catches Simba's eye. He stops. Kwashi lurches
sideways, stumbles over.

SIMBA

Well I'll be...

Simba dashes away. Kwashi picks himself up, exchanges a puzzled
glance with Zazu.

THEIR P.O.V. - OF SIMBA

Trotting over to examine a rock.

SIMBA

Hey, wake up. Wake up!

The rock, Herr Rhino, turns and lifts its head.

SIMBA

You're alive.

Herr Rhino squints at Simba like he's cracked, then recognizes him, as surprised to find him alive as he is to find them.

HERR RHINO

Why, I taught you--

SIMBA

And I thought you--

HERR RHINO

Ack no, rhinos iss
indestrukktible. I had kvite a
headache though.

(seeing Zazu)

I see you've fount a new tickbird.

Simba turns back, smiles at Zazu's incredulous look.

SIMBA

Um, yes, yes, in fact we're just
going back to settle up that score
now. You want to come along?
I could use the help.

HERR RHINO

Unt vhy not?

CUT TO:

EXT. THE VAST SERENGETI PLAIN - DUSK

The sun casts long shadows as Simba and Kwashi march forward, the rhino trudging behind them, Zazu posing like General Patton on his head.

They come to the crest of a ridge and look down into the next valley, the valley where the great herds parted for Simba during his exodus, a valley now empty of wildlife.

Simba halts, scrutinizing the forsaken land, shocked by the emptiness. Zazu and Kwashi exchange a glance.

SIMBA

Where is everybody?

KWASHI

You've been gone a long time.
It gets worse.

SIMBA

I'll see for myself.

(snapping it out)

We'll separate here, go back each alone. Zazu, escort our friend Herr Rhino to the river where the grass is sweet. I'll gather you all when the time is right. No one is to know I'm back; I'm going to take advantage of being a ghost.

CUT TO:

EXT. THE PRIDE ROCK - NIGHT

The lionesses are bunched together at one end of the plateau, thin as shadows now, coats mottled from malnutrition; chubby hyenas scattered around them. Banagi, Baasho and Scar confer in violent whispers at the opposite end:

BANAGI

...I promised you it would never happen again.

SCAR

(glaring at Baasho)

There was someone following me today.

BAASHO

I was right here, I swear.

BANAGI

There was no one. No one has followed you since that time you caught Baasho. I couldn't make them follow if I wanted.

SCAR

Who ever it is, I'll kill 'em.

BAASHO

Maybe it was one of them.

(nodding toward the lionesses)

Did you ever think of that?

Scar turns his paranoid glare on the lionesses. Banagi grimaces at Baasho: stay out of this.

SCAR

Why would they do that?

BAASHO

I, I, I don't know.

SCAR

Why?
(shouting)
Tell me why!!?

Everyone lifts their heads, looks over, tensing for another of Scar's outbursts. Banagi tries to dampen the fuse, leans in close to the lion as if confiding:

BANAGI

They want to take us away from you. To separate us.

BAASHO

That's why Nala always tries to butter you up. But of course when you get her alone--

Banagi freezes him with a look, but it's too late.

SCAR

Nala?

BANAGI

It's not just Nala, it's--

SCAR

Nala?! Nala!!!

Scar bolts up, runs over, scattering hyenas before him, Banagi in tow.

BANAGI

Scar, listen to me.

The lionesses see trouble and form into a block around Nala for a last desperate stand. Scar stops before them, expression murderous.

SCAR

(snarling)

Get out of my way.

The lionesses hold. Nala shakes like a leaf. The hyenas fade into the dark. Scar roars, the gashes in his face throbbing pink.

BANAGI

Listen to me!

During the fraction of a second he looks at Banagi, Nala leaps over her mother's back and runs.

Scar plows through the lionesses, and runs after.

EXT. AT THE EDGE OF THE WOODS - NIGHT

Nala runs for her life, disappearing into the sheltering umbrage.

Moments later Scar gallops up, looks this way and that.

SCAR
Nala!?

ON NALA

Running deeper into the trees. She comes to the river bank, stops, can't decide which way to run. Scar's voice sounds in the distance:

SCAR (O.S.)
Nala!

She hears RUSTLING behind her, turns. Her eyes get wide.

NALA'S P.O.V. - OF A GHOST

Simba smiles at her, motioning for her to come to him.

ON NALA

After a moment of utter disbelief, she beams from head to toe. She leaps forward.

ON THE TWO OF THEM

They rub whiskers, purr, tumble atop one another like cubs, overcome with joy.

SCAR (O.S.)
Nala!

They spring to their feet, disappear into the night.

CUT TO:

EXT. THE MARSHY BORDERLAND OF THE NDONA PRIDE - DAWN

The sun breaks through clouds that hang over hissing rushes where Scar and Banagi conspired long ago. Now they hide Nala, who lies beside Simba, looking him over, awed by his confidence, his determination, his relentless reasoning.

SIMBA

...The key is to find his weakness and focus on it, to focus all our combined efforts on it. That's why I've been following him, I have to find that weakness.

NALA

I don't know that he has one.

SIMBA

We know that he's willful, that he doesn't think things through. That'll work to our advantage when we separate him from Banagi, but we need something more.

NALA

Wait... Lightening. He's afraid of thunder and lightening. I mean really afraid, it brings him to his knees.

Simba smiles the smile of Ulysses.

CUT TO:

EXT. THE SERENGETI SKY - NIGHT - ON BLACK CLOUDS

Forming over the plains. Thunder grumbles in the distance. Cobra-tongues of lightening flick down.

CUT TO:

EXT. THE PRIDE ROCK - NIGHT - CLOSE ON SCAR

An uneasiness in his demonic eyes.

CUT TO:

EXT. BY THE BANKS OF THE NDONA RIVER - NIGHT

The allies have gathered like shadows in a cave: Kwashi and the baboons, Daabi and her cousin aardvarks, Nala, the rhino, Zazu, the ratel spinsters. Simba stands at the center of this huddled mass.

SIMBA

You all know why we're here. And you all know the gravity of the matter. I have a plan to break this unholy alliance, and a plan is stronger than any beast there is. So listen, carefully all of you.

RHINO
What'd he say?

ZAZU
I'll explain later.

As some appropriately marshal music swells WE,

CUT TO:

EXT. AN OPEN AREA NEAR THE RIVERBANK - NIGHT

Simba, with the troop of aardvarks and Ratels in tow, picks a spot and marks out two circles with his paw.

SIMBA
Start the tunnel here, and end it here. Make it big enough for Scar to get in at this end, but only big enough for Nala to get out there.

Simba nods: go. The engineers set to it, flinging up dirt in a frenzy; and,

CUT TO:

EXT. SOME DENSE WOODS UP FROM THE RIVER BANK - NIGHT

Kwashi and the baboons collect rocks and hand them fire-brigade-fashion into the trees overhead. Simba stands by with Nala.

SIMBA
The baboons will stop Banagi here, but not for ever. So as soon as you get out of the tunnel you must run to the pride and tell them to get the hyenas.

Nala nods; and,

CUT TO:

EXT. BY THE SWEET GRASS NEAR THE RIVER - NIGHT

Simba directs Herr Rhino and Zazu into position among some rhino size boulders.

SIMBA
(to Herr Rhino)
Just lie down here and I'll call you when it's time.

Zazu flits over, whispers in Simba's ear.

ZAZU

I got to tell you, this guy is
not too swift.

SIMBA

Stay with him. He'll be swift
enough when the time comes.

CUT TO:

EXT. THE OPEN AREA - NIGHT

Nala tests the hole the aardvarks and ratels have dug for her as they look on with Simba, proud of their handiwork.

A baboon baby scrambles in, shrieking out a warning. Everyone crams into the hole.

A pair of bloated hyenas waddle by, noticing nothing.

EXT. THE RHINO'S POSITON

Zazu peeks over Herr Rhino's back as the hyenas waddle past. Herr Rhino snoozes oblivious, blending perfectly with the boulders nearby; and,

CUT TO:

EXT. AT THE EDGE OF THE OPEN AREA - NIGHT

Simba leads the troop of aardvarks and ratels to a spot under the trees.

SIMBA

Hide here until Scar enters the tunnel. When Nala comes out fill in both ends as fast as you can.

The engineers nod, start digging fox holes; and,

CUT TO:

A FLASH OF LIGHTENING CRACKING ACROSS THE SKY

and,

CUT TO:

THE RATELS AND AARDVARKS - LOOKING UP

Eyes filled with apprehension; and,

CUT TO:

HERR RHINO

Sleeping through it all; and,

CUT TO:

EXT. THE BABOON POSITIONS - NIGHT

Simba looks into the trees and gets the high sign from Kwashi and the baboons who are ready with their rocks. A BABY BABOON lets one slip and bonks Simba on the head. Simba raises an eyebrow; and,

CUT TO:

ANOTHER FLASH STREAKING THROUGH THE HEAVENS

and,

CUT TO:

THE BABOONS - LOOKING UP

Eyes filled with apprehension; and,

CUT TO:

EXT. THE AARDVARK AND RATEL POSITIONS - NIGHT

They hover in their holes like foot soldiers, saluting Simba as he marches by. Daabi blows him a kiss; and,

CUT TO:

EXT. THE RHINO'S POSITION - NIGHT

Simba finds Herr Rhino and Zazu snoring away. The marshal music grinds to a halt.

SIMBA
Hey? Hey!

They snap awake.

SIMBA
The camouflage part is great, but
don't get too relaxed.

Zazu salutes dramatically.

CUT TO:

EXT. NEAR THE PRIDE ROCK - NIGHT

Simba, Kwashi and Nala crouch behind weeds that give them a view of the rock. They can see the silhouettes of Scar, the lionesses, the hyenas.

Nala and Simba share a look. They both know they're putting everything on the line. A tongue of lightening flicks down.

SIMBA
(to Nala)
Everything's going to be fine.
And you can always outrun him.

NALA
I'm not worried about me.

Simba smiles, nods for her to go. She trots off with a show of nonchalance.

Kwashi grasps the moment, bows before Simba.

KWASHI
Your majesty.

SIMBA
Back to your tree, tell everyone it's starting.

The baboon jumps up, gives him a hug.

SIMBA
(continuing)
Go on.

Kwashi lopes away. Simba takes a last look at his childhood sweetheart climbing toward the pride rock, then fades into the brush.

CUT TO:

EXT. THE PRIDE ROCK - NIGHT

Nala clammers up and stops at the foot of the kopje.

Thunder cracks. A shaft of lightening streaks across the sky. Scar flinches, sees Nala in the flash of light.

SCAR
Nala? Nala!?

Nala streaks away. Scar bolts up and races after. The lionesses look at each other. Banagi staggers to his feet.

BANAGI
Wait!

Banagi starts nipping at his dozing mates, rousing as many of the chubby pack as he can.

BANAGI
Up! Get up! All of you! Follow
me! Hurry up!

EXT. BELOW THE PRIDE ROCK - NIGHT

Nala sprints ahead, racing down the ridge that leads into the woods, Scar still right behind. Banagi, frantic, shouts after him:

BANGAI (O.S.)
Scar! Wait!

The huge beast stops at the very edge of the trees. He looks back.

SCAR'S P.O.V. - OF BANAGI

High up on the pride rock.

BANGAI
It could be a trap!

ON SCAR AND NALA

The lion turns to Nala, who tries not to look petrified.

BANAGI (O.S.)
Wait! We'll be right there!

Nala simply prances off, laughing a coquettish laugh. Scar whips around.

SCAR'S P.O.V. - OF NALA

Racing away through the trees.

ON SCAR

Dashing after Nala, leaving Banagi and his huffing troops far behind.

EXT. THE BABOON POSITIONS

As Nala and Scar pass below, the baboon baby lets go with a rock. It clunks Scar in the head. He stops, stares up. The babe's mother yanks him behind some leaves.

Nala growl-purrs from below, masked by brush and darkness. Scar thunders ahead.

EXT. THE SPOT WHERE NALA WAS

Scar stops, looks around.. She's gone. He roars for her. She growl-purrs back, further into the trees now. Thunder BOOMS. Lightening flashes illuminate the foliage. Scar flattens himself against the ground until it passes then picks himself up and dashes forward.

EXT. THE OPEN AREA NEAR THE RIVERBANK

Scar plunges into a clearing. Nala is there, standing, waiting, eyes alluring. He pads forward, closer, closer. She drops into a hole; disappears.

Scar cocks his head, puzzled. A coquettish growl echoes out of the hole. He looks in, looks around, knows something is fishy.

Thunder booms. Scar, frightened, plunges into the hole.

INT. THE TUNNEL

Nala backs away as Scar overcomes his trembling and crawls toward her, a sick leer on his face.

SCAR

Now I have you, don't I.

He laughs his sadistic laugh.

NALA

You'll never have me, ever.

Scar roars, lunges after her, shoulders getting caught in the tapering space as she shoots out.

EXT. THE OPEN SPACE

Nala springs out of the hole as thunder BOOMS and Scar's roars echo out. Simba emerges from the woods.

SIMBA

Now!

The aardvarks and ratels jump from their cover, run to the tunnel and start filling it in. Scar's roars are slowly muted until they disappear all together.

CUT TO:

BANAGI

Seeing the debacle below. His face twists with anger.

BANAGI

Come on!

EXT. THE BABOON POSITIONS

As the hyenas race through stones rain down on them from the trees above. The baboons hoot and scream, hopping from branch to branch, swinging down on vines, creating mass confusion. The hyenas try to leap at them, frothing at the mouth with rage, tumbling backwards, unable to climb trees.

EXT. THE PRIDE ROCK

Nala leaps onto the rock to find the lionesses on their feet, burning with curiosity.

LIONESSES

(all at once)

Nala! What's going on?

NALA

(out of breath)

Simba's back. We have to get the hyenas. Now.

That's all they need. They jet off.

EXT. THE BABOON POSITIONS

Banagi manages to pull some of his frenzied brethren from the fray and continues forward.

BANAGI

Keep moving! Keep moving! Ignore them! We have to help Scar.

EXT. THE OPEN AREA

The aardvarks, ratels and Simba watch the melee from below. Simba roars and charges up to join the fray.

ON THE HYENAS

Who freeze in their tracks when they see the lion coming. They hear ROARS behind them and turn.

THEIR P.O.V. - OF THE LIONESSES

Charge down.

ON THE HYENAS

Scattering in every direction.

EXT: THE OPEN AREA

Simba, seeing that the hyenas are dispersed, comes back. The ratels and aardvarks cheer, throwing themselves on him. Kwashi swings down from a tree and joins in.

KWASHI
We did it! We did it!

Simba smiles at the wise baboon.

But suddenly the earth explodes, venting Scar like a rush of lava. The monster howls, climbs onto the earth with shuddering claws, eyes lighted by hell's bright fire.

The animals scatter, leaving Simba and Scar alone. They stare each other down, circling for position. It's a Mac Truck against a Volkswagen, but Simba doesn't flinch:

SIMBA
This is not open land, stranger.
It belongs to the Ndona Pride,
who have live^d here since the first
sunrise on the plain.

Scar can't believe the gall of this kid. He lunges furious, only to sink to his knees as lightening FLASHES. Simba leaps on top of the beast, sinking in claws and fangs.

Scar shakes in a spasm, climbs to his feet, whips Simba to the ground. Simba yanks himself up, and runs.

Scar laughs, and charges after.

EXT. AMONG THE TREES

Scar rushes up, stops, looks this way and that. He hears a clattering sound and swipes back a bush to reveal Rina and Rada hiding out, teeth chattering.

He roars. Simba dives down from the branch above, sinking teeth into the monster's spine, knocking him to the ground.

But Scar staggers up again, smashes Simba against a tree trunk. The two lions roll in a fury, unhinged, claws flying. Simba rolls out before the huge beast can get on top, then leaps at him again.

Scar staggers back, twisting out of Simba's grip, surprised by his tenacity. Simba turns and dashes away.

EXT. THE GRASSY RIVERBANK

Simba runs up to Herr Rhino.

SIMBA
Wake up, it's time!

He jumps around the rock and realizes it's just that, a rock. He looks around in panic.

SIMBA
(continuing)
Herr Rhino! Zazu!!

Scar charges in, smashing Simba down. They roll into the water, thrashing like crocodiles, writhing, jaws locked into each other, turning into a hellish mass of muddy violence.

Lightening lashes down. Scar quivers. Simba breaks away, stagger to dry land, and runs.

EXT. THE DENSE WOODS

Simba stops under a dead tree, screaming for breath. The tree is splintered and cracked, its limbs smashed by lightening long ago.

Simba clammers up, starts to crawl onto a thick branch but the branch is weakened; it starts to give way under his weight. His eyes flash. He backs off slowly.

Scar runs up below, looking this way and that for his prey.

Simba holds his breath, waiting for the monster to take one more step.

The branch crackles.

Scar looks up.

Simba heaves himself onto the dead limb as thunder BOOMS above. The branch groans, snaps, plunging down, catching Scar full on, crushing him.

Simba bounds off the tree, stares at his lifeless foe, hidden in a tangle of dead branches. The clouds are breaking up overhead, revealing streaks of dawn light.

Herr Rhino and Zazu thunder up and stop next to him.

ZAZU
We're ready when you are.

Simba looks up and smiles at them.

SIMBA
Good work. Stand by.

CUT TO:

EXT. THE BABOON POSITIONS - DAWN

Simba makes his way up the slope, through the ranks of baboons, ratels and aardvarks, who let out a wild cheer as he passes.

Kwashi comes up beside him.

KWASHI
I wish your father could see this.

Simba looks toward the riverbank.

EXT. HIS P.O.V. - OF THE SETTING MOON

Sitting pale over the river among breaking clouds, going to a much deserved rest as the sun comes up.

BACK TO SCENE

SIMBA
I think he does.

The lionesses and Nala troop down the slope with Banagi and Baasho slinking between them, humbled and frightened.

SARABI
What shoud we do with these, my king.

Simba chuckles a little, at the title and at the hyenas' fear.

SIMBA
Well, lions don't kill for revenge. Is anybody hungry?

Baasho and Banagi cringe. The lionesses look at Simba: eat hyenas?

SIMBA
(pronoucing)
I banish you to the desert. And if I ever see you again I won't be so merciful. Be gone.

Baasho and Banagi run for their lives.

KWASHI (V.O.)

...and so Simba became rightful
lord of his domain, and nature
healed her wounds, finding her
balance anew...

DISOLVE TO:

EXT. THE BANKS OF THE RIVER NDONA - DAY

Kwashi sits on a tree branch that drapes into the river, eyeing
a delicate lily blossom.

KWASHI (V.O.)

...Leaving time for the finer
pursuits...

Kwashi reaches for the blossom, stretching out his fingers. A small rock falls from above and bonks him in the noggin. He looks up, raises an eyebrow. The branch above shakes with mirth. Some baboon babes and a spotted cub peek out from the leaves.

Simba, a bit older now, mane filling out, stops near the riverbank. Zazu flies into the leaves overhead and clears his throat officially. The cub comes racing out of the tree, looking his most innocent, and joins his father.

Kwashi bows to Simba the way he used to bow to Mufasa. Simba smiles. Cub and lion lope away, tickbird flitting behind, joining Nala and the lionesses who wait up the hill with more cubs playing at their feet.

FADE OUT.

THE END

